

HASBRO INC  
Form 4  
May 16, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDNER BRIAN**

(Last) (First) (Middle)  
**C/O HASBRO INC, 1027  
NEWPORT AVENUE**  
  
(Street)

**PAWTUCKET, RI 02862**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HASBRO INC [HAS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/14/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Operating Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock (Par Value \$.50/share)	05/14/2008		M		100,000 A \$ 17.5313	177,607	D
Common Stock (Par Value \$.50/share)	05/14/2008		M		50,000 A \$ 17.9685	227,607	D
Common Stock (Par Value \$.50/share)	05/14/2008		S		1,800 D \$ 36.74	225,807	D

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Common Stock (Par Value \$.50/share)	05/14/2008	S	2,700	D	\$ 36.73	223,107	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	4,998	D	\$ 37.02	218,109	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	2,502	D	\$ 37.01	215,607	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	5,000	D	\$ 36.98	210,607	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	500	D	\$ 36.94	210,107	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	400	D	\$ 36.95	209,707	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	5,300	D	\$ 36.92	204,407	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	2,500	D	\$ 36.91	201,907	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	8,000	D	\$ 36.9	193,907	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	1,900	D	\$ 36.89	192,007	D
Common Stock (Par Value \$.50/share)	05/14/2008	S	2,000	D	\$ 36.86	190,007	D
	05/14/2008	S	13,400	D	\$ 36.85	176,607	D

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Common  
Stock (Par  
Value  
\$.50/share)

Common  
Stock (Par  
Value  
\$.50/share)

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Stock (Par  
Value  
\$.50/share)

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Common  
Stock (Par  
Value  
\$.50/share)

05/14/2008	S	19,600	D	\$ 36.84	157,007	D
05/14/2008	S	300	D	\$ 36.87	156,707	D
05/14/2008	S	100	D	\$ 36.88	156,607	D
05/14/2008	S	1,300	D	\$ 36.83	155,307	D
05/14/2008	S	300	D	\$ 36.81	155,007	D
05/14/2008	S	2,274	D	\$ 36.82	152,733	D
05/14/2008	S	1,026	D	\$ 36.78	151,707	D
05/14/2008	S	1,600	D	\$ 36.77	150,107	D
05/14/2008	S	5,500	D	\$ 36.76	144,607	D
05/14/2008	S	18,600	D	\$ 36.75	126,007	D
05/14/2008	S	1,500	D	\$ 36.71	124,507	D

Common  
Stock (Par  
Value  
\$.50/share)

Common  
Stock (Par  
Value  
\$.50/share)

Common  
Stock (Par  
Value  
\$.50/share)

Common  
Stock (Par  
Value  
\$.50/share)

Common  
Stock (Par  
Value  
\$.50/share)

05/14/2008	S	3,700	D	\$ 36.7	120,807	D
05/14/2008	S	1,100	D	\$ 36.69	119,707	D
05/14/2008	S	2,000	D	\$ 36.68	117,707	D
05/14/2008	S	1,200	D	\$ 36.67	116,507	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option (Right to Buy) <sup>(1)</sup>	\$ 17.5313	05/14/2008		M	100,000	03/20/2001 <sup>(2)</sup> 03/19/2010	Common Stock 100,000
Option (Right to Buy) <sup>(1)</sup>	\$ 17.9685	05/14/2008		M	50,000	04/25/2003 <sup>(2)</sup> 04/24/2012	Common Stock 50,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDNER BRIAN C/O HASBRO INC 1027 NEWPORT AVENUE PAWTUCKET, RI 02862	X		Chief Operating Officer	

# Signatures

Tarrant Sibley, p/o/a for Brian  
Goldner

05/16/2008

    \*\*Signature of Reporting Person

Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
  - (2) 20% of the options become exercisable on the first anniversary of the date of grant and an additional 20% of the options become exercisable on each anniversary of the date of grant thereafter.

## Remarks:

This filing is one of two.

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