HASBRO INC Form 4 May 16, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5

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

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GOLDNER BRIAN | | | 2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|-------------|----------|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check air applicable) | | |
| C/O HASBRO NEWPORT A | | | (Month/Day/Year) 05/14/2008 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Operating Officer | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| PAWTUCKE | Г, RI 02862 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) (| (Zip) Table | e I - Non-D | Derivative So | ecuriti | es 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. Securitie orDisposed o (Instr. 3, 4 | of (D) | uired (A) or | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| 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) | 05/14/2008 | S | 19,600 | D | \$ 36.84 | 157,007 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 300 | D | \$ 36.87 | 156,707 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 100 | D | \$ 36.88 | 156,607 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 1,300 | D | \$ 36.83 | 155,307 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 300 | D | \$ 36.81 | 155,007 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 2,274 | D | \$ 36.82 | 152,733 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 1,026 | D | \$ 36.78 | 151,707 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 1,600 | D | \$ 36.77 | 150,107 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 5,500 | D | \$ 36.76 | 144,607 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 18,600 | D | \$ 36.75 | 126,007 | D |
| | 05/14/2008 | S | 1,500 | D | \$ 36.71 | 124,507 | D |

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| Common Stock (Par Value \$.50/share) | | | | | | | |
|---|------------|---|-------|---|----------|---------|---|
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 3,700 | D | \$ 36.7 | 120,807 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 1,100 | D | \$ 36.69 | 119,707 | D |
| Common Stock (Par Value \$.50/share) | 05/14/2008 | S | 2,000 | D | \$ 36.68 | 117,707 | D |
| Common Stock (Par Value \$.50/share) | 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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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. Transactic Code (Instr. 8) | ` , | | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and | | 7. Title and A Underlying S (Instr. 3 and | Securitie |
|---|---|---|---|--|-----|---------|--|--------------------|---|------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Shares |
| Option (Right to Buy) (1) | \$ 17.5313 | 05/14/2008 | | M | | 100,000 | 03/20/2001(2) | 03/19/2010 | Common Stock | 100,0 |
| Option (Right to Buy) (1) | \$ 17.9685 | 05/14/2008 | | M | | 50,000 | 04/25/2003(2) | 04/24/2012 | Common Stock | 50,0 |

(9-02)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---------------|-----------|-------------------------------|-------|--|--|--|--|--|
| ·r· | 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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