

Billing Duncan  
Form 4  
May 12, 2010

**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 \*  
Billing Duncan

(Last) (First) (Middle)  
C/O HASBRO, INC. 1011  
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)  
05/10/2010

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)  
Global Development 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock (Par value \$.50 per share) | 05/10/2010                           |  | M                              |   | 13,492 A \$ 18.815  | 34,429.789 (1)   | D                                 |
| Common Stock (Par value \$.50 per share) | 05/10/2010                           |  | M                              |   | 18,279 A \$ 32.425  | 52,708.789 (1)   | D                                 |
| Common Stock (Par value \$.50 per share) | 05/10/2010                           |  | M                              |   | 42,438 A \$ 27.095  | 95,146.789 (1)   | D                                 |

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Common Stock (Par value \$.50 per share) 05/10/2010 S 74,209 D \$ 40.8 (2) 20,937.789 (1) 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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) (3)                  | \$ 18.815  | 05/10/2010                           |  | M                              | 13,492  | (4) 07/26/2013   | Common Stock  | 13,492                        |
| Option (Right to Buy) (3)                  | \$ 32.425  | 05/10/2010                           |  | M                              | 18,279  | (5) 05/23/2014   | Common Stock  | 18,279                        |
| Option (Right to Buy) (3)                  | \$ 27.095  | 05/10/2010                           |  | M                              | 42,438  | (6) 02/12/2015   | Common Stock  | 42,438                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Billing Duncan<br>C/O HASBRO, INC. 1011 NEWPORT AVENUE<br>PAWTUCKET, RI 02862 |               |           | Global Development Officer |       |

## Signatures

Tarrant Sibley, P/O/A for Duncan Billing 05/12/2010

\*\*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) Includes 4,104,789 shares of common stock acquired through Hasbro 401(K) plan.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.80 to \$40.81 inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).
- (2) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (3) These options vested in cumulative installments of 33 1/3% on each of the first three anniversaries of the date of grant, which grant date is July 27, 2006.
- (4) These options vested in cumulative installments of 33 1/3% each on May 24, 2008 and May 24, 2009, and an additional 33 1/3% of the options become exercisable on May 24, 2010.
- (5) These options vested in cumulative installments of 33 1/3% each on February 13, 2009 and February 13, 2010, and an additional 33 1/3% of the options become exercisable on February 13, 2011.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.