

HASBRO INC
Form 4
November 22, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
TRUEB MARTIN R

(Last) (First) (Middle)
200 NARRAGANSETT PARK
DRIVE
(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)
11/18/2010

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)
Senior VP and Treasurer

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 | (D) | Price |
| Common Stock (Par Value \$0.50 per share) | 11/18/2010 | | M | | 20,000 | A | \$ 16.335 44,618 |
| Common Stock (Par Value \$0.50 per share) | 11/18/2010 | | M | | 800 | A | \$ 11.16 45,418 |
| Common Stock (Par Value \$0.50 per share) | 11/18/2010 | | S | | 20,800 | D | \$ 47.4968 24,618 |

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| | | | | | | | |
|---|--|---|--------|---|----------|--------|---|
| Value \$.50 per share) | | | | | (1) | | |
| Common Stock (Par Value 11/19/2010 \$.50 per share) | | M | 4,200 | A | \$ 11.16 | 28,818 | D |
| Common Stock (Par Value 11/19/2010 \$.50 per share) | | M | 13,250 | A | \$ 20.57 | 42,068 | D |
| Common Stock (Par Value 11/19/2010 \$.50 per share) | | S | 17,450 | D | \$ 47.5 | 24,618 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Option (Right to Buy) <u>(2)</u> | \$ 16.335 | 11/18/2010 | | M | 20,000 | <u>(3)</u> 04/24/2012 | Common Stock | 20,000 |
| Option (Right to Buy) <u>(2)</u> | \$ 11.16 | 11/18/2010 | | M | 800 | <u>(4)</u> 12/29/2012 | Common Stock | 800 |
| Option (Right to Buy) <u>(2)</u> | \$ 11.16 | 11/19/2010 | | M | 4,200 | <u>(4)</u> 12/29/2012 | Common Stock | 4,200 |

| | | | | | | | | |
|-------------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) <u>(2)</u> | \$ 20.57 | 11/19/2010 | M | 13,250 | <u>(5)</u> | 05/18/2012 | Common Stock | 13,250 |
|-------------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUEB MARTIN R 200 NARRAGANSETT PARK DRIVE PAWTUCKET, RI 02862 | | | Senior VP and Treasurer | |

Signatures

| | |
|---|------------|
| Tarrant Sibley, P/O/A for Martin Trueb | 11/22/2010 |
| <u>**Signature of Reporting Person</u> | 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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.45 to \$47.52, 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 (1).
 - (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) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date was April 25, 2002. An additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.
 - (4) 33 1/3% of the options became exercisable on April 25, 2004, and an additional 33 1/3% became exercisable on each of April 25, 2005 and April 25, 2006.
 - (5) 33 1/3% of the options became exercisable on December 25, 2005, and an additional 33 1/3% became exercisable on each of May 19, 2007 and May 19, 2008.

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.