

HASBRO INC  
Form 4  
January 04, 2011

**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 \*  
**BIONDI FRANK**

(Last) (First) (Middle)

**C/O WATERVIEW ADVISORS  
LLC, 110 N. ROCKINGHAM AVE**

(Street)

**LOS ANGELES, CA 90049**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2010**

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)

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 (A) or (D) Price			
Common Stock (Par Value \$.50 per share)	04/19/2010		J <sup>(1)</sup>	V 3,784 A \$ 0 14,430		D	
Common Stock (Par Value \$.50 per share)					3,760	I	By GRAT

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

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SEC 1474 (9-02)

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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
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	12/31/2010		A	32	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	32
Options (Right to Buy) <sup>(5)</sup>	\$ 18.765	04/19/2010		J <sup>(6)</sup> V	1,496	<sup>(7)</sup> 04/30/2015	Common Stock	1,496
Options (Right to Buy) <sup>(5)</sup>	\$ 17.0005	04/19/2010		J <sup>(6)</sup> V	3,077	<sup>(8)</sup> 02/05/2012	Common Stock	3,077
Options (Right to Buy) <sup>(5)</sup>	\$ 19.14	04/19/2010		J <sup>(6)</sup> V	1,503	<sup>(9)</sup> 04/30/2014	Common Stock	1,503
Options (Right to Buy) <sup>(5)</sup>	\$ 15.875	04/19/2010		J <sup>(6)</sup> V	1,708	<sup>(10)</sup> 05/13/2013	Common Stock	1,708

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIONDI FRANK C/O WATERVIEW ADVISORS LLC 110 N. ROCKINGHAM AVE LOS ANGELES, CA 90049	X			

## Signatures

Tarrant Sibley, p/o/a for Frank Biondi, Jr. 01/04/2011

\*\*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) On October 9, 2008, Mr. Biondi contributed 7,544 shares of common stock to grantor retained annuity trusts and voluntarily reported the transaction as a transfer of direct to indirect ownership. On April 19, 2010, annuity payments were made to Mr. Biondi from the grantor retained annuity trusts resulting in the direct ownership of 3,784 of the shares previously reported as owned by the grantor retained annuity trusts.
- (2) All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in compliance with Rule 16b-3.
- (3) Units correspond 1 for 1 with common stock.
- (4) Units are settled only in cash and are payable after the reporting person ceases to be a director.
- (5) The options were granted pursuant to the 2003 Stock Option Plan for Non-Employee Directors.
- (6) On October 9, 2008, Mr. Biondi contributed options to purchase 29,250 shares of common stock to grantor retained annuity trusts and voluntarily reported the transaction as a transfer of direct to indirect ownership. On April 19, 2010, annuity payments were made to Mr. Biondi from the grantor retained annuity trusts resulting in the direct ownership of a portion of the options previously reported as owned by the grantor retained annuity trusts.
- (7) 33 1/3% of the options became exercisable on each of May 1, 2006, May 1, 2007 and May 1, 2008.
- (8) 20% of the options became exercisable on each of February 5, 2003, February 5, 2004, February 5, 2005, February 5, 2006 and February 5, 2007.
- (9) 33 1/3% of the options became exercisable on each of May 1, 2005, May 1, 2006 and May 1, 2007.
- (10) 33 1/3% of the options became exercisable on each of May 1, 2004, May 1, 2005 and May 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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