HASBRO INC Form 4 August 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

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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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HASSENF	*	Symbol HASBRO INC [HAS]				(Check all applicable)				
(Last)	(First) ((Month	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2007			X DirectorX 10% Owner Officer (give titleX Other (specify below) Chairman				
	(Street)		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative	Secui	rities Acq	uired, 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)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)	
Common Stock (Par value \$.50 per share)	08/13/2007		M	79,000	A	\$ 11.59	5,883,222	D		
Common Stock (Par value \$.50 per share)	08/13/2007		M	12,100	A	\$ 13.91	5,895,322	D		
Common Stock (Par value \$.50 per share)	08/13/2007		S	3,000	D	\$ 28.25	5,892,322	D		

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Common Stock (Par value \$.50 per share)	08/13/2007	S	100	D	\$ 28.37	5,892,222	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	4,700	D	\$ 28.36	5,887,522	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	3,363	D	\$ 28.45	5,883,959	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	437	D	\$ 28.44	5,883,522	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	1,200	D	\$ 28.42	5,882,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	5,000	D	\$ 28.45	5,877,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	5,000	D	\$ 28.45	5,872,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	3,000	D	\$ 28.45	5,869,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	3,000	D	\$ 28.45	5,866,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	10,000	D	\$ 28.64	5,856,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	3,400	D	\$ 28.72	5,852,922	D
	08/13/2007	S	6,500	D		5,846,422	D

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Common Stock (Par value \$.50 per share)					\$ 28.71		
Common Stock (Par value \$.50 per share)	08/13/2007	S	100	D	\$ 28.73	5,846,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	5,300	D	\$ 28.77	5,841,022	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	1,800	D	\$ 28.76	5,839,222	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	1,800	D	\$ 28.75	5,837,422	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	1,100	D	\$ 28.74	5,836,322	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	100	D	\$ 28.75	5,836,122	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	100	D	\$ 28.94	5,836,122	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	4,900	D	\$ 28.93	5,831,222	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	5,000	D	\$ 28.95	5,826,222	D
Common Stock (Par value \$.50 per share)	08/13/2007	S	10,000	D	\$ 28.75	5,816,222	D
	08/13/2007	S	12,000	D		5,804,222	D

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Common Stock (Par value \$.50 per share)	\$ 28.87			
Common Stock (Par value \$.50 per share)		279,892	I (1)	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$.50 per share)		154,216	I (1)	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)		7,640,921	I (1)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)		829,347	I (1)	As Trustee of a Trust for the benefit of himself.
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or Persons who resp information contai required to respor displays a current number.	ond to the colle ned in this form d unless the fo	n are not rm	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 or Number of Shares
Option (Right to	\$ 11.59	08/13/2007		M	79,000	<u>(3)</u>	04/24/2011	Common Stock	79,000

Buy) (2)

Option

(Right to \$ 13.91 08/13/2007 M 12,100 (4) 04/24/2011 Common Stock 12,100

Buy) (2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HASSENFELD ALAN G

X X Chairman

Signatures

Tarrant Siblet, p/o/a for Alan G. Hassenfeld

08/15/2007

**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) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (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 was, April 25, 2001.
- (4) These options vested in cumulative installments of 201/3% on each of the first five anniversaries of the date of grant, which grant date was, April 25, 2001.

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.

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