

HASBRO INC
Form 4
February 14, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BIFULCO FRANK P JR

(Last) (First) (Middle)
200 DOMAIN DR
(Street)

STRATHAM, NH 03885

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
formerly an 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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (Par Value \$.50/share) | 02/13/2008 | | M | | 26,927 | A | \$ 18.815 38,927 |
| Common Stock (Par Value \$.50/share) | 02/13/2008 | | S | | 300 | D | \$ 27.09 38,627 |
| Common Stock (Par Value \$.50/share) | 02/13/2008 | | S | | 1,900 | D | \$ 27.07 36,727 |

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| | | | | | | | |
|---------------------------------------|------------|---|--------|---|----------|--------|---|
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 100 | D | \$ 27.05 | 36,627 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 1,500 | D | \$ 27.03 | 35,127 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 1,963 | D | \$ 27.02 | 33,164 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 3,163 | D | \$ 27.01 | 30,001 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 12,600 | D | \$ 27 | 17,401 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 200 | D | \$ 27.04 | 17,201 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 2,106 | D | \$ 26.98 | 15,095 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 2,495 | D | \$ 26.97 | 12,600 | D |
| Common Stock (Par Value \$0.50/share) | 02/13/2008 | S | 600 | D | \$ 26.96 | 12,000 | 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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) ⁽¹⁾ | \$ 18.815 | 02/13/2008 | | M | 26,927 | 12/31/2007 03/30/2008 | Common Stock | 26,927 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIFULCO FRANK P JR 200 DOMAIN DR STRATHAM, NH 03885 | | | formerly an officer | |

Signatures

Tarrant Sibley, p/o/a for Frank P. Bifulco, Jr. 02/14/2008

__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.

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