

HASBRO INC  
Form 4  
January 05, 2009

**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)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2008

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 (D) Price  |   |  |                                   |
| Common Stock (Par value \$.50 per share) | 10/09/2008                           |  | J <sup>(1)</sup>               | V 7,544 D \$ 0 7,544  |   | 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)

**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Phantom Stock Units <sup>(2)</sup>         | \$ 0 <sup>(3)</sup>                                    | 12/31/2008                           |  | A                              | 40  | <sup>(4)</sup>   | <sup>(4)</sup>  | Common Stock               | 40                         |
| Options (Right to Buy) <sup>(5)</sup>      | \$ 17.0005   | 10/09/2008                           |  | J <sup>(1)</sup>               | V 11,250  | <sup>(6)</sup>   | 02/05/2012  | Common Stock               | 11,250                     |
| Options (Right to Buy) <sup>(5)</sup>      | \$ 15.875  | 10/09/2008                           |  | J <sup>(1)</sup>               | V 6,000   | <sup>(7)</sup>   | 05/13/2013  | Common Stock               | 6,000                      |
| Options (Right to Buy) <sup>(5)</sup>      | \$ 19.14   | 10/09/2008                           |  | J <sup>(1)</sup>               | V 6,000   | <sup>(8)</sup>   | 04/30/2014  | Common Stock               | 6,000                      |
| Options (Right to Buy) <sup>(5)</sup>      | \$ 18.765  | 10/09/2008                           |  | J <sup>(1)</sup>               | V 6,000   | <sup>(9)</sup>   | 04/30/2015  | Common Stock               | 6,000                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| BIONDI FRANK                   |               | X         |         |       |

## Signatures

Tarrant Sibley, p/o/a for Frank J. Biondi, Jr. 01/05/2009

\*\*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 shares were previously reported as directly beneficially owned but were contributed to grantor retained annuity trusts on October 9, 2008 and is/are now indirectly held by Mr. Biondi.
- (2)

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All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in accordance with Section 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) 20% of these options became exercisable on the first anniversary of the date of the grant and 20% became exercisable on each anniversary thereafter until fully exercised.
- (7) 33 1/3% of these options became exercisable on May 1, 2004 and an additional 33 1/3 became exercisable on each of May 1, 2005 and May 1, 2006.
- (8) 33 1/3% of these options became exercisable on May 1, 2005 and an additional 33 1/3 became exercisable on each of May 1, 2006 and May 1, 2007.
- (9) 33 1/3% of these options became exercisable on May 1, 2006 and an additional 33 1/3 became exercisable on each of May 1, 2007 and May 1, 2008.

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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