

Billing Duncan
Form 4
November 04, 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 *
Billing Duncan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Global Chief Development Officer

C/O HASBRO, INC. 1011
NEWPORT AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PAWTUCKET, RI 02862

(City) (State) (Zip)

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)	11/02/2010		M		9,140	A	\$ 32.425 37,577.789
Common Stock (Par Value \$0.50 per share)	11/02/2010		M		20,502	A	\$ 22.73 58,079.789
Common Stock (Par Value \$0.50 per share)	11/02/2010		S		29,642	D	\$ 47.3054 28,437.789

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Value (1)
\$.50 per share)

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

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes entries for Option (Right to Buy) with dates 11/02/2010 and 11/02/2010.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Billing Duncan, Global Chief Development Officer.

Signatures

Tarrant Sibley, P/O/A for Duncan Billing 11/04/2010

**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).

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.27 to \$47.3601 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 range set forth in this footnote (1).
- (1) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
 - (2) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date was May 24, 2007. An additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.
 - (3) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date was May 21, 2009. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
 - (4)

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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