

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Billing Duncan</u> (Last) (First) (Middle) <u>C/O HASBRO, INC. 1011 NEWPORT AVENUE</u> (Street) <u>PAWTUCKET RI 02862</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HASBRO INC [HAS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Global Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock (Par value \$.50 per share)	05/10/2010		M		13,492	A	\$18.815	34,429.789 ⁽¹⁾	D	
Common Stock (Par value \$.50 per share)	05/10/2010		M		18,279	A	\$32.425	52,708.789 ⁽¹⁾	D	
Common Stock (Par value \$.50 per share)	05/10/2010		M		42,438	A	\$27.095	95,146.789 ⁽¹⁾	D	
Common Stock (Par value \$.50 per share)	05/10/2010		S		74,209	D	\$40.8 ⁽²⁾	20,937.789 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy) ⁽³⁾	\$18.815	05/10/2010		M			13,492	(4)	07/26/2013	Common Stock	13,492	\$0	0	D	
Option (Right to Buy) ⁽³⁾	\$32.425	05/10/2010		M			18,279	(5)	05/23/2014	Common Stock	18,279	\$0	9,140	D	
Option (Right to Buy) ⁽³⁾	\$27.095	05/10/2010		M			42,438	(6)	02/12/2015	Common Stock	42,438	\$0	21,219	D	

Explanation of Responses:

- Includes 4,104,789 shares of common stock acquired through Hasbro 401(K) plan.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.80 to \$40.81 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 ranges set forth in this footnote (2).
- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- 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 is July 27, 2006.
- These options vested in cumulative installments of 33 1/3% each on May 24, 2008 and May 24, 2009, and an additional 33 1/3% of the options become exercisable on May 24, 2010.
- These options vested in cumulative installments of 33 1/3% each on February 13, 2009 and February 13, 2010, and an additional 33 1/3% of the options become exercisable on February 13, 2011.

Tarrant Sibley, P/O/A for 05/12/2010
Duncan Billing
 ** Signature of Reporting Person Date

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

* 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).

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

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 Number.