

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	
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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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)	10/09/2008		J ⁽¹⁾	V	7,544	D	\$0	7,544	I	By GRAT

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
Phantom Stock Units ⁽²⁾	\$0 ⁽³⁾	12/31/2008		A		40		(4)	(4)	Common Stock	40	\$29.17	5,826	D	
Options (Right to Buy) ⁽⁵⁾	\$17.0005	10/09/2008		J ⁽¹⁾	V		11,250	(6)	02/05/2012	Common Stock	11,250	\$0	11,250	I	By GRAT
Options (Right to Buy) ⁽⁵⁾	\$15.875	10/09/2008		J ⁽¹⁾	V		6,000	(7)	05/13/2013	Common Stock	6,000	\$0	6,000	I	By GRAT
Options (Right to Buy) ⁽⁵⁾	\$19.14	10/09/2008		J ⁽¹⁾	V		6,000	(8)	04/30/2014	Common Stock	6,000	\$0	6,000	I	By GRAT
Options (Right to Buy) ⁽⁵⁾	\$18.765	10/09/2008		J ⁽¹⁾	V		6,000	(9)	04/30/2015	Common Stock	6,000	\$0	6,000	I	By GRAT

Explanation of Responses:

- 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.
- 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.
- Units correspond 1-for-1 with common stock.
- Units are settled only in cash and are payable after the reporting person ceases to be a director.
- The options were granted pursuant to the 2003 Stock Option Plan for Non-Employee Directors.
- 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.
- 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.
- 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.
- 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.

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

** 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.