

HASSENFELD ALAN G
 Form 4
 March 03, 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 *
 HASSENFELD ALAN G

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)
 02/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|

Common Stock (Par value \$.50 per share)

02/27/2009

J⁽¹⁾⁽²⁾⁽³⁾

1,000,188

(A)
or
(D) Price

⁽¹⁾
⁽²⁾
⁽³⁾

4,769

D

Common Stock (Par value \$.50 per share)

02/11/2009

G

V 25,000

D

\$ 0

229,892

I⁽⁴⁾

As Trustee of the Stephen Hassenfeld Charitable Lead Trust.

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| | | | |
|---|-----------|------------------|---|
| Common Stock (Par value \$.50 per share) | 154,216 | I ⁽⁴⁾ | As Trustee of the Sylvia Hassenfeld Trust. |
| Common Stock (Par value \$.50 per share) | 7,380,921 | I ⁽⁴⁾ | As Trustee of the Merrill Hassenfeld Trust. |
| Common Stock (Par value \$.50 per share) | 5,630,645 | I ⁽⁴⁾ | As Trustee of a Trust for the benefit of himself. |

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)

| 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 Underlying (Instr. 3 and |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Variable Share Forward Transaction | <u>(1)</u> <u>(2)</u> <u>(3)</u> | 02/27/2009 | | J <u>(1)(2)(3)</u> | 1,000,188 | 02/27/2009 | 02/27/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HASSENFELD ALAN G | X | X | | |

Signatures

Tarrant Sibley, p/o/s for Alan G.
Hassenfeld

03/03/2009

__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) On February 27, 2009, Mr. Hassenfeld settled a variable share forward transaction (the "Transaction") with an unrelated third party (the "Buyer") that was entered into on February 20, 2008 relating to 1,000,188 shares of Common Stock. The Transaction specified a forward floor price of \$27.0913 per share and a forward cap price of \$32.5096 per share. The Transaction specified that on the settlement date, the reporting person would deliver to the Buyer (i) if the settlement price is less than or equal to the forward floor price, 1,000,188 shares,

(2) (ii) if the settlement price is greater than the forward floor price, but less than or equal to the forward cap price, a number of shares equal to the product of (A) 1,000,188 and (B) the forward floor price divided by the settlement price, and (iii) if the settlement price is greater than the forward cap price, a number of shares equal to the product of (A) 1,000,188 and (B) the quotient of (x) the forward floor price plus the excess of the settlement price over the forward cap price and (y) the settlement price.

(3) In lieu of delivering shares, Mr. Hassenfeld was eligible to elect to settle the Transaction on the Settlement Date for cash. On February 27, 2009, the settlement date, the settlement price was \$22.89. Accordingly, Mr. Hassenfeld transferred to the Buyer 1,000,188 shares of Common Stock. Upon entering into the Transaction, Mr. Hassenfeld received a net cash payment from the Buyer of \$473,799.95 and at the time pledged 1,000,188 shares of Common Stock to secure his obligations under the Transaction.

(4) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.

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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