

HASBRO INC
Form 4
November 23, 2011

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)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O WATERVIEW ADVISORS LLC, 110 N. ROCKINGHAM AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2011

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

LOS ANGELES, CA 90049

(City) (State) (Zip)

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

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock (Par Value \$0.50 per share)	11/22/2011		M	11,250	A	\$ 17.0005	15,010	I	By The Biondi Family Trust ⁽¹⁾
Common Stock (Par Value \$0.50 per share)							17,156	D	

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy) ⁽²⁾	\$ 17.0005	11/22/2011		M	11,250	⁽³⁾ 02/05/2012	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIONDI FRANK C/O WATERVIEW ADVISORS LLC 110 N. ROCKINGHAM AVE LOS ANGELES, CA 90049	X			

Signatures

Tarrant Sibley, P/O/A for Frank J. Biondi, Jr. 11/23/2011
**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) Mr. Biondi disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (2) The options were granted pursuant to the 2003 Stock Option Plan for Non-Employee Directors.
- (3) 20% of the options became exercisable on each of February 5, 2003, February 5, 2004, February 5, 2005, February 5, 2006 and February 5, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.