

HASBRO INC
Form 4
May 25, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BIONDI FRANK

(Last) (First) (Middle)

110 N. ROCKINGHAM AVE

(Street)

LOS ANGELES, CA 90049

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HASBRO INC [HAS]

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

05/23/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres., North American Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock (Par Value \$.50/share)	05/23/2007		M	20,000	A \$ 20.57	30,865	D
Common Stock (Par Value \$.50/share)	05/23/2007		S	18,865	D \$ 32.5	12,000	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Name of Underlying Security
Option (Right to Buy) ⁽¹⁾	\$ 32.425	05/24/2007		A	54,724	05/24/2008 ⁽²⁾ 05/23/2014	Common Stock 5
Option (Right to Buy) ⁽¹⁾	\$ 20.57	05/23/2007		M	20,000	05/19/2006 ⁽³⁾ 05/18/2012	Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BIONDI FRANK 110 N. ROCKINGHAM AVE LOS ANGELES, CA 90049	Pres., North American Sales

Signatures

Tarrant Sibley, p/o/a for Frank P. Bifulco, Jr. 05/25/2007

__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) 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 option becomes exercisable on May 24, 2008, May 24, 2009 and May 24, 2010.
- (3) 33 1/3% of the option became exercisable on May 19, 2006 and May 19, 2007. The remaining 33 1/3% of the option becomes exercisable on May 19, 2008.

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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