GOLDNER BRIAN
Form 4
February 10, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDNER BRIAN

(Last) (First) (Middle)

C/O HASBRO INC, 1011 NEWPORT AVENUE

(Street)

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Par Value $.50 per share)	09/09/2010		G		36	D	$ 0	197,779.4881 (1)	D	
Common Stock (Par Value $.50 per share)	12/29/2010		G		139,974.488	D	$ 0	57,805.0001	D	

Common Stock (Par Value $.50 per share)	12/29/2010		G	139,974.488	A	$ 0	139,974.488 (2)	I (3)	By the Brian D. Goldner Trust
Common Stock (Par Value $.50 per share)	12/29/2010		G	10,378.065 (1)	D	$ 0	0	I	By Wife
Common Stock (Par Value $.50 per share)	12/29/2010		G	10,378.065	A	$ 0	10,378.065 (4)	I (3)	By the Barbara S. Goldner Trust

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (Right to Buy) (5)	$ 45.66	02/09/2011		A		205,656		02/09/2012 (6)	02/09/2018	Common Stock	205,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDNER BRIAN C/O HASBRO INC	X		President & CEO	

1011 NEWPORT AVENUE
PAWTUCKET, RI 02862

Signatures

Tarrant Sibley, P/O/A for Brian Goldner	02/10/2011
**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) Share totals have been updated to reflect shares acquired pursuant to dividend reinvestment since previous filings.

(2) These shares were previously reported as directly beneficially owned but were contributed to the Brian D. Goldner Trust on December 29, 2010 and are now indirectly held by Mr. Goldner.

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

(4) These shares were previously reported as indirectly beneficially owned by Mr. Goldner's wife. These shares were contributed to the Barbara S. Goldner Trust on December 29, 2010.

(5) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.

(6) 33 1/3% of the options become exercisable on the first anniversary of the date of grant, which grant date is February 9, 2011. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.

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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