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# HASBRO INC

Reported by

**BATKIN ALAN R**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 06/29/12

| | |
|---|---|
| Address | 1027 NEWPORT AVE<br>P O BOX 1059<br>PAWTUCKET, RI 02861 |
| Telephone | 4014318697 |
| CIK | 0000046080 |
| Symbol | HAS |
| SIC Code | 3944 - Games, Toys, and Children's Vehicles, Except Dolls and Bicycles |
| Industry | Recreational Products |
| Sector | Consumer Cyclical |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **BATKIN ALAN R**<br>(Last) (First) (Middle) | **HASBRO INC [ HAS ]** | __ **X** __ Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| **C/O ETON PARK CAPITAL MANAGEMENT, LP, 399 PARK AVENUE, 10TH FLOOR**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**6/29/2012** | |
| **NEW YORK, NY 10022**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Phantom Stock Units** (1) | **$0** (2) | **6/29/2012** | | **A** | | **1508** | | (3) (4) | (3) (4) | **Common Stock** | **1508** | **$33.87** | **54326** (5) | **D** | |

**Explanation of Responses:**

**( 1)** All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors (the "Plan") in compliance with Rule 16b-3.

**( 2)** Units correspond 1 for 1 with common stock.

**( 3)** Units are settled only in cash and are payable after the reporting person ceases to be a director.

**( 4)** Vesting of 41 units will occur on the earlier of 12/31/2012 (provided reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. Vesting of 41 units will occur on the earlier of 12/31/2013 (provided reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. The remainder of the units is immediately vested.

**( 5)** Does not include 3,055 units acquired by the reporting person pursuant to the Plan prior to August 15, 1996.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|

| | Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| **BATKIN ALAN R**<br>**C/O ETON PARK CAPITAL MANAGEMENT, LP**<br><br>**399 PARK AVENUE, 10TH FLOOR**<br>**NEW YORK, NY 10022** | **X** | | | |

**Signatures**

**Tarrant Sibley, P/O/A for Alan R. Batkin** — **4/3/2012**

** 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.

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