

HASBRO INC

Reported by
GERSH LISA

FORM 4

(Statement of Changes in Beneficial Ownership)

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

Address 1027 NEWPORT AVE
P O BOX 1059
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

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Gersh Lisa <small>(Last) (First) (Middle)</small> C/O MARTHA STEWART LIVING OMNIMEDIA, 601 WEST 26TH STREET, 9TH FLOOR <small>(Street)</small> NEW YORK, NY 10001 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/29/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)			

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		865		(3) (4)	(3) (4)	Common Stock	865	\$33.87	5701	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 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 36 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 36 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Gersh Lisa C/O MARTHA STEWART LIVING OMNIMEDIA 601 WEST 26TH STREET, 9TH FLOOR NEW YORK, NY 10001	X			
--	----------	--	--	--

Signatures

Tarrant Sibley, P/O/A for Lisa Gersh

7/3/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.