FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ATEMENT	OF CHANGES	IN RENEFICIAL	OWNERSHII

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OMB Number:	3235-0287
Estimated average h	ourdon

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden							
hours per response: 0							

1. Name and Address of Reporting Person* PHILIP EDWARD M				2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]								Check all appointment of the contract of the c	olicable) etor		Owner		
	SBRO, INC	2.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010								Offic belo	er (give title v)	Oth belo	er (specify w)	
1011 NEWPORT AVENUE				4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) PAWTU	CKET R	[(02862											n filed by Mor	e Reporting Pose te than One R		
(City)	(S	tate) ((Zip)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date			ansaction hth/Day/Ye	Execution Date		Code (Ir	ransaction Disposed Of (D) (Instr. 3, code (Instr. 5)			nd Secur Benef	cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
							Code	v	Amount	(A) (D)	Price	Transa	ction(s) 3 and 4)		(,		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Derivative Conversion Date Exec Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year	Date, Transactio		on of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	Owners Form: Direct (I or Indire (I) (Instr	Beneficial Ownership ct (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable		piration te	Title	Amount or Number of Shares	1				
Phantom Stock Units ⁽¹⁾	\$0 ⁽²⁾	12/31/2010		A		846		(3)(4)		(3)(4)	Common Stock	846	\$47.18	31,647	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 30 units will occur on the earlier of 12/31/2010 (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 30 units will occur on the earlier of 12/31/2011 (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 are immediately vested.

Tarrant Sibley, p/o/a for Edward M. Philip

01/04/2011

** 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 Number.