

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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:	0.5

1. Name and Address of Reporting Person* <b>STERN PAULA</b>  (Last) (First) (Middle) <b>C/O AVON PRODUCS INC</b> <b>1345 AVENUE OF THE AMERICAS</b>  (Street) <b>NEW YORK NY 10105-0196</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HASBRO INC [ HAS ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/09/2008</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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)	05/09/2008		M		11,250	A	\$17.0005	18,794	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		M		6,000	A	\$15.875	24,794	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		M		6,000	A	\$19.14	30,794	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		M		6,000	A	\$18.765	36,794	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		3,700	D	\$35.36	33,094	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		17,050	D	\$35.35	16,044	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		1,800	D	\$35.37	14,244	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		1,400	D	\$35.38	12,844	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		2,100	D	\$35.39	10,744	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		900	D	\$35.4	9,844	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		500	D	\$35.41	9,344	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		1,400	D	\$35.42	7,944	D	
Common Stock (Par Value \$.50 per share)	05/09/2008		S		400	D	\$35.43	7,544	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy) <sup>(1)</sup>	\$17.0005	05/09/2008		M			11,250	02/06/2003 <sup>(2)</sup>	02/05/2012	Common Stock	11,250	\$0	0	D	
Option (Right to Buy) <sup>(1)</sup>	\$15.875	05/09/2008		M			6,000	05/14/2004 <sup>(3)</sup>	05/13/2013	Common Stock	6,000	\$0	0	D	
Option (Right to Buy) <sup>(1)</sup>	\$19.14	05/09/2008		M			6,000	05/01/2005 <sup>(3)</sup>	04/30/2014	Common Stock	6,000	\$0	0	D	
Option (Right to Buy) <sup>(1)</sup>	\$18.765	05/09/2008		M			6,000	05/01/2006 <sup>(3)</sup>	04/30/2015	Common Stock	6,000	\$0	0	D	
Phantom Stock Units <sup>(4)</sup>	\$0 <sup>(5)</sup>	03/31/2008		A		67		(6)	(6)	Common Stock	67	\$27.9	11,745	D	

Explanation of Responses:

1. These options were granted pursuant to stock plans in compliance with Rule 16b-3 and have tandem tax withholding rights.
2. 20 % of the options become exercisable on the first anniversary of the date of grant and an additional 20 % of the options become exercisable on each anniversary of the date of grant thereafter.
3. 33 1/3 of the options become exercisable on the first anniversary of the date of grant and an additional 33 1/3 of the options become exercisable on each anniversary of the date of grant thereafter.
4. All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in accordance with Section 16b-3.
5. Units correspond 1-for-1 with common stock.
6. Units are settled only in cash and are payable after the reporting person ceases to be a director.

Tarrant Sibley, p/o/a for Paula Stern      05/13/2008

\*\* 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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