

| OMB APPROVAL | |
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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

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| 1. Name and Address of Reporting Person * GOLDNER BRIAN (Last) (First) (Middle) C/O HASBRO INC 1027 NEWPORT AVENUE (Street) PAWTUCKET RI 02862 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2012 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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) | 05/15/2012 | | M | | 90,000 | A | \$20.57 | 192,209.0001 | D | |
| Common Stock (Par Value \$.50 per share) | 05/15/2012 | | S | | 90,000 | D | \$36.4898 ⁽¹⁾ | 102,209.0001 | D | |
| Common Stock (Par Value \$.50 per share) | 02/24/2012 | | G ⁽²⁾ | V | 44,404 | D | \$0 | 57,805.0001 | D | |
| Common Stock (Par Value \$.50 per share) | 02/24/2012 | | G ⁽²⁾ | V | 44,404 | A | \$0 | 225,476.3209 ⁽³⁾ | I ⁽⁴⁾ | By the Brian D. Goldner Trust |
| Common Stock (Par Value \$.50 per share) | | | | | | | | 16,045.9973 ⁽³⁾ | I ⁽⁴⁾ | By the Barbara S. Goldner Trust |

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 | | | | | |
| Option (Right to Buy) ⁽⁵⁾ | \$20.57 | 05/15/2012 | | M | | | 90,000 | (6) | 05/18/2012 | Common Stock | \$0 | 0 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.23 to \$36.60, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).
- This transaction involved a gift of securities by the Reporting Person to the Brian D. Goldner Trust.
- Share totals have been updated to reflect shares acquired pursuant to dividend reinvestment plan.
- Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- 33 1/3% of the options became exercisable on each of December 25, 2005, May 19, 2007 and May 19, 2008.

Tarrant Sibley, P/O/A for Brian Goldner 05/17/2012

** 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 Number.