FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
Estimated average h	urden							

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

37 hours per response: 0.5

1. Name and Address of Reporting Person*  PHILIP EDWARD M					2. Issuer Name <b>and</b> Ticker or Trading Symbol HASBRO INC [ HAS ]									ationship k all appli Directo	,			
	SBRO, INC		Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011									Officer below)	(give title		Other ( below)	specify
1011 NEWPORT AVENUE					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)	CKET RI	[ (	)2862										X		filed by One filed by More		Ü	
(City)	(S	tate) (	Zip)															
		Tab	le I - Non-D	Derivat	ive S	ecuritie	es Ac	quired,	Dis	osed o	of, or Be	enefici	ally	Owned	ŀ			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				ate	Execu ay/Year) if any		A. Deemed execution Date, any Month/Day/Year)				rities Acquired (A) ed Of (D) (Instr. 3,		4 and Securiti		es ally Following	Form (D) or	nership : Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)		е	Transac (Instr. 3	tion(s)			(Instr. 4)
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 Datif any (Month/Day/Ye	Co	insactio de (Inst	n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity 1str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Co	de V	(A)	(D)	Date Exercisabl		xpiration ate	Title	Amour or Number of Shares	er					
Phantom Stock	\$0 <sup>(2)</sup>	06/30/2011		A		1,011		(3)(4)		(3)(4)	Common Stock	1,011		\$43.93	33,537		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 35 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. Vesting of 35 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. The remainder of the units are immediately vested.

Tarrant Sibley, P/O/A for Edward M. Philip

07/05/2011

\*\* 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.