## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT	OF CHANGES	S IN BENEFICIA	AL OWNERSHIP	

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
houre por roeponeo	. 0.5								

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

1. Name and Address of Reporting Person*  PHILIP EDWARD M				2. Issuer Name <b>and</b> Ticker or Trading Symbol HASBRO INC [ HAS ]										tionship all appli Directo	,					
(Last) (First) (Middle) 115 DRAPER RD				3. Date of Earliest Transaction (Month/Day/Year) 03/31/2009										Officer below)	(give title		Other (s below)	specify		
(Street) WAYLA (City)			01778 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								. Indiv ine) X	Form t	ral or Joint/Group Filing (Check Applicable 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																			
Date			2. Transa Date (Month/D	Execution Date,					str. 3, 4 a	4 and Securities Beneficially Owned Follor Reported		es ally Following d	Form: Direc (D) or Indirection (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
								Code	V	Amount	nt (A) or Pr		e	Transac (Instr. 3						
	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 Date (Month/Day/Year) if any (Month/Day/ Security Security			Date, Transaction Code (Instr					6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		De Se (In	3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				c	ode	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amour or Numbe of Shares	r						
Phantom Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>	03/31/2009			A		1,119		(3)(4)		(3)(4)	Common Stock	1,119	)   4	\$25.07	24,504		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 accordance with Section 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 42 units will occur on the earlier of 12/31/09 (provided the 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 42 units will occur on the earlier of 12/31/10 (provided the 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

04/02/2009

\*\* 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.