

HASSENFELD ALAN G
Form 4
August 26, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSENFELD ALAN G

2. Issuer Name and Ticker or Trading Symbol
HUSBRO INC [HAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par value \$.50 per share)	08/22/2008		M		133,600	A	\$ 16.335
							5,939,855
							D
Common Stock (Par value \$.50 per share)	08/22/2008		M		250,000	A	\$ 17.9685
							6,189,855
							D

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Common Stock (Par value \$0.50 per share)	08/22/2008	M	44,400	A	\$ 11.16	6,234,255	D	
Common Stock (Par value \$0.50 per share)	08/22/2008	S	428,000	D	\$ 36.5898	5,806,255	D	
Common Stock (Par value \$0.50 per share)						254,892	I ⁽¹⁾	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$0.50 per share)						154,216	I ⁽¹⁾	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$0.50 per share)						7,380,921	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$0.50 per share)						829,347	I ⁽¹⁾	As Trustee of a Trust for the benefit of himself.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy) ⁽²⁾	\$ 16.335	08/22/2008	M		133,600		04/25/2003 ⁽³⁾	04/24/2012	Common Stock	133,600
Option (Right to Buy) ⁽²⁾	\$ 17.9685	08/22/2008	M		250,000		04/25/2003 ⁽⁴⁾	04/24/2012	Common Stock	250,000
Option (Right to Buy) ⁽²⁾	\$ 11.16	08/22/2008	M		44,400		04/25/2004 ⁽⁵⁾	12/29/2012	Common Stock	44,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSENFELD ALAN G	X	X		

Signatures

Tarrant Sibley, p/o/a for Alan G.
 Hassenfeld 08/26/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (2) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (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. Date of grant was April 25, 2002.
- (4) 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. Date of grant was April 25, 2002.
- (5) 33 1/3 of the options become exercisable on April 25, 2004, April 25, 2005 and April 25, 2006. Date of grant was December 30, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.