HASBRO INC

Form 4

February 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * VERRECCHIA ALFRED J			2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O HASBRO INC, 1011 NEWPORT AVENUE (Street)		.1	(Month/Day/Year) 02/08/2006	_X Director 10% Owner _X Officer (give title Other (specify below) below) President and CEO		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PAWTUCKET, RI 02862			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock (Par value \$.50 per share)	02/08/2006		Code V M	Amount 56,250	(D)	Price \$ 15.6945	315,701	D	
Common Stock (Par value \$.50 per share)	02/08/2006		S	2,000	D	\$ 20.5	313,701	D	
Common Stock (Par value \$.50 per share)	02/08/2006		S	4,300	D	\$ 20.6	309,401	D	

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Common Stock (Par value \$.50 per share)	02/08/2006	S	2,250	D	\$ 20.61	307,151	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,600	D	\$ 20.62	303,551	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,200	D	\$ 20.63	301,351	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,500	D	\$ 20.64	297,851	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,700	D	\$ 20.65	294,151	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	4,300	D	\$ 20.66	289,851	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	100	D	\$ 20.67	289,751	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,700	D	\$ 20.68	286,051	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,000	D	\$ 20.69	283,051	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,300	D	\$ 20.7	280,751	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,200	D	\$ 20.71	278,551	D
	02/08/2006	S	700	D	\$ 20.72	277,851	D

Commo Stock (I value \$. per shar	Par 50							
Commo Stock (I value \$. per shar	Par 02/08/2006 50	S	400	D	\$ 20.73	277,451	D	
Commo Stock (I value \$. per shar	Par 02/08/2006 50	S	3,000	D	\$ 20.78	274,451	D	
Commo Stock (I value \$. per shar	Par 50 02/08/2006	S	4,400	D	\$ 20.79	270,051	D	
Commo Stock (I value \$. per shar	Par 50 02/08/2006	S	10,400	D	\$ 20.8	259,651	D	
Commo Stock (I value \$. per shar	Par 02/08/2006 50	S	200	D	\$ 20.81	259,451	D	
Commo Stock (I value \$. per shar	Par 50					151,875	I (1)	By wife

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

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(9-02)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and	Securit
				Code V	,	Date Exercisable Expiration Date	Title	Amo

Num

of Sh

Option

(Right to \$ 15.6945 02/08/2006 M 56,250 02/16/1997 $\underline{\text{(3)}}$ 02/15/2006 $\underline{\text{(3)}}$ Common Stock

Buy) (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862

X President and CEO

Signatures

Tarrant Sibley, p/o/a for Alfred J. Verrecchia

02/09/2006

**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. Verrecchia disclaims beneficial ownership of these shares held by his wife.
- (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) These options vested in cumulative installments of 33 1/3% on each of the first three anniversaries of the date of grant, which grant date was, February 16, 1996.

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