

HASBRO INC
Form 4
November 06, 2006

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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)
				(A) or (D)	Price		
Common Stock (Par value \$0.50 per share)	11/02/2006		M	38,750	A \$ 18.7222	5,840,197	D
Common Stock (Par value \$0.50 per share)	11/02/2006		S	5,000	D \$ 26.64	5,835,197	D
Common Stock	11/02/2006		S	5,000	D \$ 26.6816	5,830,197	D

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(Par value \$.50 per share)								
Common Stock (Par value 11/02/2006 \$.50 per share)	S	5,000	D	\$ 26.7222	5,825,197	D		
Common Stock (Par value 11/02/2006 \$.50 per share)	S	5,000	D	\$ 26.7	5,820,197	D		
Common Stock (Par value 11/02/2006 \$.50 per share)	S	5,000	D	\$ 26.72	5,815,197	D		
Common Stock (Par value 11/02/2006 \$.50 per share)	S	5,000	D	\$ 26.75	5,810,197	D		
Common Stock (Par value 11/02/2006 \$.50 per share)	S	5,000	D	\$ 26.79	5,805,197	D		
Common Stock (Par value 11/02/2006 \$.50 per share)	S	3,750	D	\$ 26.82	5,801,447	D		
Common Stock (Par value \$.50 per share)					314,892	I ⁽¹⁾		As Trustee of the Stephen Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$.50 per share)					154,216	I ⁽¹⁾		As Trustee of the Sylvia Hassenfeld Trust.
Common Stock					7,690,921	I ⁽¹⁾		As Trustee of the

(Par value \$.50 per share)						Merrill Hassenfeld Trust.
Common Stock (Par value \$.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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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 18.7222	11/02/2006		M	38,750	02/19/1998 ⁽³⁾ 02/18/2007 ⁽³⁾	Common Stock	38,750

Reporting Owners

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

Signatures

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

11/06/2006

 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. 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) 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 19, 1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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