

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

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 (Month/Day/Year)
11/02/2006

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

(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 or Price					
Common Stock (Par value \$0.50 per share)	11/02/2006		M		38,750	A	\$ 18.7222	5,840,197	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock (Par value \$0.50 per share)	11/02/2006		S		5,000	D	\$ 26.64	5,835,197	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2006		S		5,000	D	\$ 26.6816	5,830,197	D	Indirect Beneficial Ownership (Instr. 4)

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(Par value
\$.50 per
share)

Common
Stock

(Par value \$.50 per share)	11/02/2006	S	5,000	D	\$ 26.7222	5,825,197	D
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Common
Stock

(Par value \$.50 per share)	11/02/2006	S	5,000	D	\$ 26.7	5,820,197	D
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Common
Stock

(Par value \$.50 per share)	11/02/2006	S	5,000	D	\$ 26.72	5,815,197	D
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Common
Stock

(Par value \$.50 per share)	11/02/2006	S	5,000	D	\$ 26.75	5,810,197	D
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Common
Stock

(Par value \$.50 per share)	11/02/2006	S	5,000	D	\$ 26.79	5,805,197	D
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Common
Stock

(Par value \$.50 per share)	11/02/2006	S	3,750	D	\$ 26.82	5,801,447	D
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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

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.

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.