HASBRO INC Form 4

February 11, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HASSENFELD ALAN G		Symbol HASBRO INC [HAS]				Iss	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005				_	_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below) Chairman				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) 1.Title of Security (Instr. 3)	(State)  2. Transaction Date (Month/Day/Year)	(Zip)  2A. Deemed Execution Exany (Month/Day)	d Date, if	3.	4. ionDi (Iı		s Acq f (D)	uired (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)	02/09/2005			M		9,300	A	\$ 15.5528	5,884,978	D		
Common Stock (Par value \$.50 per share)	02/09/2005			S	27	7,000	D	\$ 20.45	5,857,978	D		

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Common Stock (Par value \$.50 per share)	02/09/2005	S	4,600	D	\$ 20.46	5,853,378	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	5,500	D	\$ 20.47	5,847,878	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	6,600	D	\$ 20.48	5,841,278	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	14,300	D	\$ 20.49	5,826,978	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	16,600	D	\$ 20.5	5,810,378	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	500	D	\$ 20.51	5,809,878	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	3,100	D	\$ 20.53	5,806,778	D
Common Stock (Par value \$.50 per	02/09/2005	S	200	D	\$ 20.54	5,806,578	D

1							
share)							
Common Stock (Par value \$.50 per share)	02/09/2005	S	200	D	\$ 20.55	5,806,378	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	200	D	\$ 20.56	5,806,178	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	9,700	D	\$ 20.57	5,796,478	D
Common Stock (Par value \$.50 per share)	02/09/2005	S	800	D	\$ 20.58	5,795,678	D
Common Stock (Par value \$.50 per share)	02/10/2005	M	135,700	A	\$ 15.5528	5,931,378	D
Common Stock (Par value \$.50 per share)	02/10/2005	S	900	D	\$ 20.25	5,930,478	D
Common Stock (Par value \$.50 per share)	02/10/2005	S	7,500	D	\$ 20.26	5,922,978	D
Common Stock (Par value	02/10/2005	S	17,900	D	\$ 20.27	5,905,078	D

\$.50 per share)								
Common Stock (Par value \$.50 per share)	02/10/2005	S	31,000	D	\$ 20.28	5,874,078	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	11,900	D	\$ 20.29	5,862,178	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	12,800	D	\$ 20.3	5,849,378	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	3,000	D	\$ 20.31	5,846,378	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	17,900	D	\$ 20.32	5,828,478	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	16,900	D	\$ 20.33	5,811,578	D	
Common Stock (Par value \$.50 per share)	02/10/2005	S	15,900	D	\$ 20.34	5,795,678	D	
Common Stock (Par	02/09/2005	G(4) V	39,000	D	\$ 0	350,390	I (1)	As Trustee of the Stephen

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value \$.50 per share)			Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$.50 per share)	154,216	I (1)	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	8,490,921	I (1)	As Trustee of the 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Option (Right to Buy) (2)	\$ 15.5528	02/09/2005		M	89,300	02/17/1996(3)	02/16/2005(3)	Common Stock	89
Option (Right to Buy) (2)	\$ 15.5528	02/10/2005		M	135,700	02/17/1996(3)	02/16/2005(3)	Common Stock	13

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## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HASSENFELD ALAN G

X X Chairman

## **Signatures**

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

02/11/2005

\*\*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.
- (3) These options vested in cumulative installments of 20% on each of the first five anniversaries of the date of grant, which grant date was Febuary 17, 1995.
- (4) The shares were donated by the Stephen Hassenfeld Charitable Lead Trust to The Hassenfeld Foundation.

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.

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