

HASBRO INC

Form 4

November 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (Par value \$.50 per share)	11/02/2006		M	38,750 A	\$ 18.7222 5,840,197	D	
Common Stock (Par value \$.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	

(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)

Common
Stock
(Par value
\$.50 per
share)

829,347 I ⁽¹⁾

Merrill
Hassenfeld
Trust.

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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 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)
Option (Right to Buy) ⁽²⁾	\$ 18.7222	11/02/2006		M	38,750	02/19/1998 ⁽³⁾ 02/18/2007 ⁽³⁾	Common Stock 38,7

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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