HASSENFELD ALAN G
Form 4
August 02, 2007

# 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
OMB Number: 3235-0287
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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)
07/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (Par value $.50 per share) | 07/31/2007 | | M | | 50,000 | A | $ 24.875 | 5,854,222 | D | |
| Common Stock (Par value $.50 per share) | 07/31/2007 | | S | | 3,000 | D | $ 28.48 | 5,851,222 | D | |
| Common Stock (Par value $.50 per share) | 07/31/2007 | | S | | 3,000 | D | $ 28.5 | 5,848,222 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 5,000 | D | $ 28.79 | 5,843,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 6,000 | D | $ 28.55 | 5,837,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 3,000 | D | $ 28.12 | 5,834,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 3,000 | D | $ 28.13 | 5,831,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 3,000 | D | $ 28.06 | 5,828,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 18,000 | D | $ 28.75 | 5,810,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 3,000 | D | $ 28.8 | 5,807,222 | D |
| Common Stock (Par value $.50 per share) | 07/31/2007 | S | 3,000 | D | $ 28.46 | 5,804,222 | D |
| Common Stock (Par value $.50 per share) | 08/01/2007 | M | 10,000 | A | $ 24.875 | 5,814,222 | D |
| Common Stock (Par value $.50 per share) | 08/01/2007 | S | 2,000 | D | $ 28.2 | 5,812,222 | D |
| Common Stock (Par value $.50 per share) | 08/01/2007 | S | 2,000 | D | $ 28.25 | 5,810,222 | D |
| | 08/01/2007 | S | 4,000 | D | $ 28.3 | 5,806,222 | D |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock (Par value $.50 per share) | | | | | | | | | | |
| Common Stock (Par value $.50 per share) | 08/01/2007 | | S | | 2,000 | D | $ 28.4 | 5,804,222 | D | |
| Common Stock (Par value $.50 per share) | | | | | | | | 279,892 | 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 (Par value $.50 per share) | | | | | | | | 7,640,921 | 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 of Underlying Securities (Instr. 3 and 4) | | 8 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Number of Shares |
| Option (Right to Buy) (2) | $ 24.875 | 07/31/2007 | | M | 50,000 | (3) | 04/22/2008 | Common Stock | 50,000 |
| Option (Right to Buy) (2) | $ 24.875 | 08/01/2007 | | M | 10,000 | (3) | 04/22/2008 | Common Stock | 10,000 |

# 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 | 08/02/2007 |
| **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, April 23, 1998.

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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