

HASBRO INC
Form 4
February 16, 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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
HASSENFELD ALAN G			HASBRO INC [HAS]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
			02/14/2006	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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)				(A) Amount (D) Price	5,795,678	D	
Common Stock (Par value \$.50 per share)					350,390	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

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value \$.50 per share)								Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	90,100	D	\$ 20.3	8,050,821	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	500	D	\$ 20.32	8,050,321	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	1,800	D	\$ 20.33	8,048,521	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	2,200	D	\$ 20.34	8,046,321	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	11,200	D	\$ 20.35	8,035,121	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	12,600	D	\$ 20.36	8,022,521	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	4,400	D	\$ 20.37	8,018,121	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	<u>S⁽²⁾</u>	13,800	D	\$ 20.38	8,004,321	<u>I⁽¹⁾</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50	02/14/2006	<u>S⁽²⁾</u>	18,200	D	\$ 20.39	7,986,121	<u>I⁽¹⁾</u>	As Trustee of the Merrill

per share)								Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	37,300	D	\$ 20.4	7,948,821	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	100	A	\$ 20.41	7,948,721	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	1,000	D	\$ 20.42	7,947,721	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	9,000	D	\$ 20.43	7,938,721	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	25,000	D	\$ 20.44	7,913,721	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	02/14/2006	S ⁽²⁾	22,800	D	\$ 20.45	7,890,921	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)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

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

Signatures

Tarrant Sibley, p/o/a for Alan G. Hassenfeld
 02/15/2006
 **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) All sales were made by the Merrill Hassenfeld Trust.

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.