

HASBRO INC
Form 4
August 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WILSON E DAVID

(Last) (First) (Middle)

C/O HASBRO INC, 443 SHAKER ROAD

(Street)

EAST LONGMEADOW, MA 010283149

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HASBRO INC [HAS]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

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)
Pres Games Segment & EVP GBI

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)
			Code	V	Amount or Price		
Common Stock (Par Value \$.50/share)	07/28/2005		M		50,000 A \$ 16.335	78,244	D
Common Stock (Par Value \$.50/share)	07/28/2005		M		9,100 A \$ 17.9685	87,344	D
Common Stock (Par Value)	07/28/2005		S		59,100 D \$ 22	28,244	D

\$.50/share)

Common Stock (Par Value	07/29/2005	M	100	A	\$ 17.9685	28,344	D
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\$.50/share)

Common Stock (Par Value	07/29/2005	S	100	D	\$ 22	28,244	D
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\$.50/share)

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.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 16.335	07/28/2005		M	50,000	04/25/2003 ⁽²⁾ 04/24/2012	Common Stock	50,000
Option (Right to Buy) ⁽¹⁾	\$ 17.9685	07/28/2005		M	9,100	04/25/2003 ⁽³⁾ 04/24/2012	Common Stock	9,100
Option (Right to Buy) ⁽¹⁾	\$ 17.9685	07/29/2005		M	100	04/25/2003 ⁽³⁾ 04/24/2012	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON E DAVID C/O HASBRO INC			Pres Games Segment & EVP GBI	

443 SHAKER ROAD
EAST LONGMEADOW, MA 010283149

Signatures

Tarrant Sibley, p/o/a for E. David
Wilson

08/01/2005

__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) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (2) 33 1/3% of the options become exercisable on April 25, 2003 and an additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
- (3) 20% of the options become exercisable on April 25, 2003 and an additional 20% of the options become exercisable on each anniversary of the date of grant thereafter.

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.