

HASBRO INC
Form 4
February 09, 2006

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

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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 *
VERRECCHIA ALFRED J

(Last) (First) (Middle)
C/O HASBRO INC, 1011
NEWPORT AVENUE
(Street)

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2006

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)
President and CEO

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	(D)	Price
Common Stock (Par value \$.50 per share)	02/08/2006		M		56,250	A	\$ 15.6945
Common Stock (Par value \$.50 per share)	02/08/2006		S		2,000	D	\$ 20.5
Common Stock (Par value \$.50 per share)	02/08/2006		S		4,300	D	\$ 20.6

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Common Stock (Par value \$.50 per share)	02/08/2006	S	2,250	D	\$ 20.61	307,151	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,600	D	\$ 20.62	303,551	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,200	D	\$ 20.63	301,351	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,500	D	\$ 20.64	297,851	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,700	D	\$ 20.65	294,151	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	4,300	D	\$ 20.66	289,851	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	100	D	\$ 20.67	289,751	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,700	D	\$ 20.68	286,051	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	3,000	D	\$ 20.69	283,051	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,300	D	\$ 20.7	280,751	D
Common Stock (Par value \$.50 per share)	02/08/2006	S	2,200	D	\$ 20.71	278,551	D
	02/08/2006	S	700	D	\$ 20.72	277,851	D

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

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

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

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

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

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

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

02/08/2006

S

400

D

\$ 20.73

277,451

D

02/08/2006

S

3,000

D

\$ 20.78

274,451

D

02/08/2006

S

4,400

D

\$ 20.79

270,051

D

02/08/2006

S

10,400

D

\$ 20.8

259,651

D

02/08/2006

S

200

D

\$ 20.81

259,451

D

151,875

I ⁽¹⁾

By wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Option (Right to Buy) ⁽²⁾	\$ 15.6945	02/08/2006	M	56,250	02/16/1997 ⁽³⁾	02/15/2006 ⁽³⁾	Common Stock	56,2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862	X		President and CEO	

Signatures

Tarrant Sibley, p/o/a for Alfred J. Verrecchia	02/09/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. Verrecchia disclaims beneficial ownership of these shares held by his wife.
 - (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 16, 1996.

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.