

HASBRO INC

Form 4

August 01, 2005

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
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Pres Games Segment & EVP GBI

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)
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

\$.50/share)

Common

Stock (Par
Value

07/29/2005

S

100

D

\$ 22

28,244

D

\$.50/share)

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

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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 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.
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