**HASBRO INC** Form 4 August 03, 2006

## FORM 4

### **OMB APPROVAL**

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

3235-0287

## Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

# burden hours per

#### Estimated average response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

HASSENFELD ALAN G

1. Name and Address of Reporting Person \*

		H	HASBI	RO INC [HAS]	(Ch	(Check all applicable)			
(Last)	(First) (	(		of Earliest Transaction 'Day/Year) 2006	_X_ Director	••			
	(Street)	Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed b	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tab	ble I - Non-Derivative Securities	Acquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)  Common Stock (Par value \$.50	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution D any (Month/Day	Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Pri	) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  D (2)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
per share)									
Common Stock (Par value \$.50 per share)					314,892	I (2)	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.		
Common Stock (Par					154,216	I (2)	As Trustee of the		

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value \$.50 per share)								Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	29,500	D	\$ 18.4	7,861,421	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	4,300	D	\$ 18.41	7,857,121	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	18,700	D	\$ 18.42	7,838,421	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	11,700	D	\$ 18.43	7,826,721	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	11,500	D	\$ 18.44	7,815,221	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	1,700	D	\$ 18.45	7,813,521	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/01/2006	S <u>(1)</u>	2,900	D	\$ 18.46	7,810,621	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	47,500	D	\$ 18.4	7,763,121	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50	08/02/2006	S <u>(1)</u>	9,500	D	\$ 18.41	7,753,621	I (2)	As Trustee of the Merrill

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per share)								Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S(1)	4,400	D	\$ 18.42	7,749,221	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S(1)	1,000	D	\$ 18.43	7,748,221	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	10,000	D	\$ 18.45	7,738,221	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	3,800	D	\$ 18.46	7,734,421	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	4,900	D	\$ 18.47	7,729,521	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	8,200	D	\$ 18.48	7,721,321	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	3,000	D	\$ 18.49	7,718,321	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	13,200	D	\$ 18.5	7,705,121	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S(1)	3,800	D	\$ 18.51	7,701,321	I (2)	As Trustee of the Merrill Hassenfeld

								Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S(1)	5,000	D	\$ 18.55	7,696,321	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	300	D	\$ 18.6	7,696,021	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	100	D	\$ 18.62	7,695,921	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S(1)	4,100	D	\$ 18.65	7,691,821	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	08/02/2006	S <u>(1)</u>	900	D	\$ 18.66	7,690,921	I (2)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)						829,347	I (2)	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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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 o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve .	Securities	(Instr. 5)	Bene
	Derivative				Securities	s	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

or Number of Shares

# **Reporting Owners**

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

# **Signatures**

Tarrant Sibley, p/o/a for Alan G. Hassenfeld

08/03/2006

\*\*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) All sales were made by the Merrill Hassenfeld Trust.
- (2) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein. 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.

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