

HASBRO INC
Form 4
November 06, 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 *
TRUEB MARTIN R

(Last) (First) (Middle)
200 NARRAGANSETT PARK
DRIVE
(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)
11/03/2006

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)
Sr. VP and Treasurer

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)	11/03/2006		M		7,500	A	\$ 19.9792
Common Stock (Par value \$.50 per share)	11/03/2006		M		17,500	A	\$ 15.2188
Common Stock (Par value \$.50 per share)	11/03/2006		M		12,000	A	\$ 11.59
							42,164

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Common Stock (Par value \$.50 per share)	11/03/2006	M	10,000	A	\$ 11.16	52,164	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	100	D	\$ 27.1	52,064	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	1,600	D	\$ 27.11	50,464	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	1,000	D	\$ 27.12	49,464	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	19,400	D	\$ 27.13	30,064	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	4,100	D	\$ 27.14	25,964	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	8,800	D	\$ 27.15	17,164	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	2,000	D	\$ 27.17	15,164	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	2,000	D	\$ 27.18	13,164	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	4,000	D	\$ 27.19	9,164	D
Common Stock (Par value \$.50 per share)	11/03/2006	S	4,000	D	\$ 27.2	5,164	D

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 19.9792	11/03/2006		M	7,500	12/08/1998 ⁽²⁾ 12/07/2007 ⁽²⁾	Common Stock	7,500
Option (Right to Buy) ⁽¹⁾	\$ 15.2188	11/03/2006		M	17,500	02/10/2003 ⁽³⁾ 02/09/2010 ⁽³⁾	Common Stock	17,500
Option (Right to Buy) ⁽¹⁾	\$ 11.59	11/03/2006		M	12,000	04/25/2002 ⁽⁴⁾ 04/24/2011 ⁽⁴⁾	Common Stock	12,000
Option (Right to Buy) ⁽¹⁾	\$ 11.16	11/03/2006		M	10,000	04/24/2004 ⁽⁵⁾ 12/29/2012 ⁽⁵⁾	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUEB MARTIN R 200 NARRAGANSETT PARK DRIVE PAWTUCKET, RI 02862			Sr. VP and Treasurer	

Signatures

Tarrant Sibley, p/o/a for Martin R. Trueb
11/06/2006

**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) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (2) 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, December 8, 1997.
- (3) These options granted February 10, 2000 vested 100% February 10, 2003.
- (4) 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, April 25, 2001.
- (5) These options granted December 30, 2002 vested in cumulative installments of 33 1/3% on April 24, 2004, April 24, 2005 and April 24, 2006.

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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