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WILSON E	E DAVID							
Form 4								
May 17, 20	05							
FORM	ЛЛ				OMB AP	PROVAL		
	UNII	ED STATE	S SECURITIES AND EXCHANGI Washington, D.C. 20549	E COMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	Expires: Estimated av burden hours response							
(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			2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]	Issuer	f Reporting Person(s) to ck all applicable)			
			3. Date of Earliest Transaction(Month/Day/Year)05/16/2005	Director X Officer (give below)	10% 0	Owner (specify		
			4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by O	oint/Group Filing(Check One Reporting Person More than One Reporting			
	ADOW, MA	010283149		Person				
(City)	(State)	(Zip)			D (* 1 1	0		
(eng)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of,	or Beneficially	VOwned		
1.Title of	2. Transaction	Date 2A. Deer	ned 3. 4. Securities	5. Amount of 6.	Ownership 7	. Nature of		

1.11tte of	2. Transaction Date	ZA. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired	l (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	l of (D)	Beneficially	(D) or Indirect	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	(I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(\mathbf{A})	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(1)</u>	<u>(2)</u>	05/16/2005		А	1.0309		(3)	(3)	Common Stock	1.0309	\$ 2

Reporting Owners

Relationships **Reporting Owner Name / Address** Other Director 10% Owner Officer 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 05/17/2005 Wilson **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 of the phantom stock units were acquired pursuant to the Hasbro, Inc. Non-Qualified Deferred Compensation Plan (the "Plan") in accordance with Section 16b-3.
- (2) Units are deemed to represent common stock on a 1 for 1 basis.
- (3) Units are settled only in cash and are payable after the reporting person ceases to be an employee, or as otherwise set forth in the Plan.

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.