**HASBRO INC** Form 4

November 02, 2005

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Expires:

**OMB APPROVAL** 

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HASSENFELD ALAN G

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HASBRO INC [HAS]

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 10/31/2005

\_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title Other (specify

below) Chairman

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (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.

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 Conversion

Security

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. Transaction Code

5. Number of Derivative Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) Disposed of ( (Instr. 3, 4, ar	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Variable Share Forward Transaction	<u>(1)</u> <u>(2)</u> <u>(3)</u>	10/31/2005		J(1)(2)(3)		1,000,188 (1) (2) (3)		(1)(2)(3)	(1)(2)(3)	Common Stock	1,0

# **Reporting Owners**

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

# **Signatures**

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

11/02/2005

\*\*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).
- On October 31, 2005 Mr. Hassenfeld entered into a variable share forward transaction (the "Transaction") with an unrelated third party (1) (the "Buyer") relating to 1,000,188 shares of Common Stock. The transaction is scheduled to settle on Feburary 20, 2008 (the "Settlement Date"). The transaction specifies a forward floor price of \$18.935 per share and a forward cap price of \$22.722 per share.
  - On the Settlement Date, Mr. Hassenfeld will deliver to the Buyer (i) if the settlement price is less than or equal to the forward floor price, 1,000,188 shares (ii) if the settlement price is greater than the forward floor price, but less than or equal to the forward cap price, a
- (2) number of shares equal to the product of (A) 1,000,188 and (B) the forward floor price divided by the settlement price and (iii) if the settlement price is greater than the forward cap price, a number of shares equal to the product of (A) 1,000,188 and (B) the quotient of (x) the forward floor price plus the excess of the settlement price over the forward cap price and (y) the settlement price.
- In lieu of delivering shares Mr. Hassenfeld may elect to settle the Transaction on the Settlement Date for cash. Mr. Hassenfeld received a prepayment from the Buyer in the amount of \$16,014,446 in connection with entering the Transaction. Mr. Hassenfeld has pledged 1,000,188 shares of Common Stock to secure his obligations under the Transaction.

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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