HASSENFELD ALAN G

Form 4

February 14, 2006

FORM 4

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

OMB Number:

3235-0287

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Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue.

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

See Instruction

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 *

TH ISSEL (I			HASBRO INC [HAS]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2006 Officer (give title						_X_ 10	0% Owner her (specify	
	(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)	Tal	ble I - Non	-Derivativ	e Secu	ırities Acqu	iired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	oror Dispos (Instr. 3, 4	ed of		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 per share)	02/10/2006			M	56,250		\$ 15.6945	5,851,928	D		
Common Stock (Par value \$.50 per share)	02/10/2006			S	800	D	\$ 20.42	5,851,128	D		
Common Stock	02/10/2006			S	800	D	\$ 20.47	5,850,328	D		

(Par value \$.50 per share)							
Common Stock (Par value \$.50 per share)	02/10/2006	S	900	D	\$ 20.48	5,849,428	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	5,350	D	\$ 20.49	5,844,078	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	1,800	D	\$ 20.5	5,842,278	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	1,000	D	\$ 20.51	5,841,278	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	2,200	D	\$ 20.52	5,839,078	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	1,900	D	\$ 20.53	5,837,178	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	2,400	D	\$ 20.54	5,834,778	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	600	D	\$ 20.57	5,834,178	D
Common Stock (Par value	02/10/2006	S	600	D	\$ 20.58	5,833,578	D

\$.50 per share)							
Common Stock (Par value \$.50 per share)	02/10/2006	S	1,700	D	\$ 20.59	5,831,878	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	4,400	D	\$ 20.6	5,827,478	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	2,700	D	\$ 20.61	5,824,778	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	4,000	D	\$ 20.62	5,820,778	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	7,600	D	\$ 20.63	5,813,178	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	5,800	D	\$ 20.64	5,807,378	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	3,600	D	\$ 20.65	5,803,778	D
Common Stock (Par value \$.50 per share)	02/10/2006	S	2,900	D	\$ 20.66	5,800,878	D
Common Stock (Par value \$.50 per	02/10/2006	S	700	D	\$ 20.67	5,800,178	D

share)								
Common Stock (Par value \$.50 per share)	02/10/2006	S	500	D	\$ 20.68	5,799,678	D	
Common Stock (Par value \$.50 per share)	02/10/2006	S	1,300	D	\$ 20.73	5,798,378	D	
Common Stock (Par value \$.50 per share)	02/10/2006	S	900	D	\$ 20.74	5,797,478	D	
Common Stock (Par value \$.50 per share)	02/10/2006	S	900	D	\$ 20.78	5,796,578	D	
Common Stock (Par value \$.50 per share)	02/10/2006	S	900	D	\$ 20.84	5,795,678	D	
Common Stock (Par value \$.50 per share)						350,390	I (1)	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$.50 per share)						154,216	I (1)	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)						8,140,921	I (1)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per						829,347	I (1)	As Trustee of a Trust for the benefit of

share) himself.

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

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of 6		6. Date Exercisable and Expiration		7. Title and Amoun	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date		Underlying Securit	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Option (Right to Buy) (2)	\$ 15.6945	02/10/2006		M	56,250	02/16/1997(3)	02/15/2006(3)	Common Stock	56,2

Reporting Owners

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

Signatures

Tarrant Sibley, p/o/a for Alan G. 02/13/2006 Hassenfeld

**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) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (2) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (3) 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, February 16, 1996.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 5

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