

HASSENFELD ALAN G
Form 4
February 15, 2007

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 *
HASSENFELD ALAN G

2. Issuer Name and Ticker or Trading Symbol
HASBRO INC [HAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par value \$.50 per share)	02/13/2007		M		40,000	A	\$ 18.7222
					5,840,447	D	
Common Stock (Par value \$.50 per share)	02/13/2007		M		125,000	A	\$ 19.8229
					5,965,447	D	

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Common Stock (Par value \$.50 per share)	02/13/2007	S	165,000	D	\$ 28.4483 <u>(5)</u>	5,800,447	D	
Common Stock (Par value \$.50 per share)	02/13/2007	G ⁽⁶⁾	35,000	D	\$ 0	279,892	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)						7,690,921	I ⁽¹⁾	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)						829,347	I ⁽¹⁾	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.

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am

Option (Right to Buy) ⁽²⁾	Price	Grant Date	Exercise Date	Quantity	Expiration Date	Underlying
Option (Right to Buy) ⁽²⁾	\$ 18.7222	02/13/2007		40,000	02/19/1998 ⁽³⁾	02/18/2007 ⁽³⁾ Common Stock
Option (Right to Buy) ⁽²⁾	\$ 19.8229	02/13/2007		125,000	09/17/1998 ⁽⁴⁾	09/16/2007 ⁽⁴⁾ Common Stock

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
02/15/2007

⁽¹⁾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 19, 1997.
- (4) These options vested in cumulative installments of 20% on each of the first five anniversaries of the date of grant, which grant date was September 17, 1997.
- (5) These shares were sold at prices ranging from \$28.29 to \$28.66, with a weighted average sale price of \$28.4483 per share.
- (6) The shares were transferred from the Stephen Hassenfeld Charitable Lead Trust to The Hassenfeld Foundation.

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.