HASSENFELD ALAN G

Form 4 May 02, 2007

FORM 4

OMB APPROVAL OMB

5. Relationship of Reporting Person(s) to

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

Number:

Check this box if no longer subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average burden hours per response... 0.5

3235-0287

January 31,

Form 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

		Syr	Symbol HASBRO INC [HAS]				Issuer			
(Last)	(First)	(Middle) 3. l	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2007			_	(Check all applicable) _X_ Director			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Person				erson			
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	e, if TransactionD Code (I ear) (Instr. 8)	. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	04/30/2007		M 1	00,000	A	\$ 19.8229	5,900,447	D		
Common Stock (Par value \$.50 per share)	04/30/2007		S 1	00,000	D	\$ 31.6776 (4)	5,800,447	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of				
Common Stock (Par value \$.50 per share)	829,347	I (1)	As Trustee of a Trust for the benefit of himself.	
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)	154,216	I (1)	As Trustee of the Sylvia Hassenfeld Trust.	
Common Stock (Par value \$.50 per share)	279,892	I (1)	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.	

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ve Expiration Date es (Month/Day/Year) d (A) or d of (D)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (Right to Buy) (2)	\$ 19.8229	04/30/2007		M		100,000	09/17/1998(3)	09/16/2007	Common Stock	100,0

(9-02)

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
05/02/2007

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (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 20% on each of the first five anniversaries of the date of grant, which grant date was September 17, 1997.
- (4) These shares were sold at prices ranging from \$31.55 to \$31.85, with a weighted average sale price of \$31.677557 per share.

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.

Reporting Owners 3