

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HASSENFELD ALAN G</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HASBRO INC [ HAS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Par value \$.50 per share)	02/10/2006		M		56,250	A	\$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 (Par value \$.50 per share)	02/10/2006		S		800	D	\$20.47	5,850,328	D	
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 \$.50 per share)	02/10/2006		S		600	D	\$20.58	5,833,578	D	
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 share)	02/10/2006		S		700	D	\$20.67	5,800,178	D	
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 <sup>(1)</sup>	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Par value \$.50 per share)								154,216	I <sup>(1)</sup>	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)								8,140,921	I <sup>(1)</sup>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)								829,347	I <sup>(1)</sup>	As Trustee of a Trust for the benefit of himself.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy) <sup>(2)</sup>	\$15.6945	02/10/2006		M		56,250		02/16/1997 <sup>(3)</sup>	02/15/2006 <sup>(3)</sup>	Common Stock	56,250	\$0	0	D	

**Explanation of Responses:**

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

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

\*\* Signature of Reporting Person      Date

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

\* 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).

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

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