

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/03/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	11/03/2004		M		67,500	A	\$13.1389	5,863,178	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		2,300	D	\$18.12	5,860,878	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		1,000	D	\$18.2	5,859,878	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		1,900	D	\$18.21	5,857,978	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		600	D	\$18.22	5,857,378	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		700	D	\$18.23	5,856,678	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		100	D	\$18.24	5,856,578	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		3,000	D	\$18.25	5,853,578	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		2,100	D	\$18.26	5,851,478	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		900	D	\$18.27	5,850,578	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		700	D	\$18.28	5,849,878	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		3,600	D	\$18.29	5,846,278	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		10,600	D	\$18.3	5,835,678	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		4,200	D	\$18.31	5,831,478	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		9,300	D	\$18.32	5,822,178	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		5,900	D	\$18.33	5,816,278	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		4,100	D	\$18.34	5,812,178	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		9,800	D	\$18.35	5,802,378	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		2,200	D	\$18.36	5,800,178	D	
Common Stock (Par value \$.50 per share)	11/03/2004		S		4,500	D	\$18.44	5,795,678	D	
Common Stock (Par value \$.50 per share)								389,390	I <sup>(1)</sup>	As Trustee of the Stephen Hassenfeld Trust.
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)								8,490,921	I <sup>(1)</sup>	As Trustee of the Merrill Hassenfeld 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)								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>	\$13.1389	11/03/2004		M		67,500		12/05/1995 <sup>(3)</sup>	12/04/2004 <sup>(3)</sup>	Common Stock	67,500	\$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.
- 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 December 5, 1994.

Tarrant Sibley, p/o/a for Alan G. Hassenfeld 11/05/2004

\*\* 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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