

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>WILSON E DAVID</u><br><br>(Last) (First) (Middle)<br>C/O HASBRO INC<br>443 SHAKER ROAD<br><br>(Street)<br>EAST LONGMEADOW MA 010283149<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HASBRO INC [ HAS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>Pres Games Segment & EVP GBI |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/28/2005           |   |
|   | 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/share) | 07/28/2005                           |  | M                              |   | 50,000  | A          | \$16.335  | 78,244  | D  |   |
| Common Stock (Par Value \$.50/share) | 07/28/2005                           |  | M                              |   | 9,100   | A          | \$17.9685 | 87,344  | D  |   |
| Common Stock (Par Value \$.50/share) | 07/28/2005                           |  | S                              |   | 59,100  | D          | \$22      | 28,244  | D  |   |
| Common Stock (Par Value \$.50/share) | 07/29/2005                           |  | M                              |   | 100   | A          | \$17.9685 | 28,344  | D  |   |
| Common Stock (Par Value \$.50/share) | 07/29/2005                           |  | S                              |   | 100   | D          | \$22      | 28,244  | D  |   |

**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>(1)</sup>       | \$16.335   | 07/28/2005                           |  | M                              |   | 50,000   |     | 04/25/2003 <sup>(2)</sup>                                | 04/24/2012      | Common Stock  | 50,000                                     | \$0  | 0   | D  |       |
| Option (Right to Buy) <sup>(1)</sup>       | \$17.9685  | 07/28/2005                           |  | M                              |   | 9,100  |     | 04/25/2003 <sup>(3)</sup>                                | 04/24/2012      | Common Stock  | 9,100                                      | \$0  | 110,900   | D  |       |
| Option (Right to Buy) <sup>(1)</sup>       | \$17.9685  | 07/29/2005                           |  | M                              |   | 100  |     | 04/25/2003 <sup>(3)</sup>                                | 04/24/2012      | Common Stock  | 100  | \$0  | 110,800   | D  |       |

**Explanation of Responses:**

- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- 33 1/3% of the options become exercisable on April 25, 2003 and an additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
- 20% of the options become exercisable on April 25, 2003 and an additional 20% of the options become exercisable on each anniversary of the date of grant thereafter.

Tarrant Sibley, p/o/a for E. David Wilson 08/01/2005

\*\* 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.

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 Number.