

GOLDNER BRIAN
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 *
GOLDNER BRIAN

(Last) (First) (Middle)
**C/O HASBRO INC, 1027
NEWPORT AVENUE**

(Street)

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ 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/share)	02/13/2007		M		50,000	A	\$ 15.9375
Common Stock (Par Value \$.50/share)	02/13/2007		M		94,000	A	\$ 11.59
Common Stock (Par Value \$.50/share)	02/13/2007		M		75,000	A	\$ 11.16

Common Stock (Par Value \$.50/share)	02/13/2007	M	85,000	A	\$ 16.335	361,607	D
Common Stock (Par Value \$.50/share)	02/13/2007	S	284,000	D	\$ 28.4585 <u>(6)</u>	77,607	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Option (Right to Buy) ⁽¹⁾	\$ 15.9375	02/13/2007		M	50,000	03/20/2001 ⁽²⁾ 03/19/2010	Common Stock 50,000
Option (Right to Buy) ⁽¹⁾	\$ 11.59	02/13/2007		M	94,000	04/25/2002 ⁽³⁾ 04/24/2011	Common Stock 94,000
Option (Right to Buy) ⁽¹⁾	\$ 11.16	02/13/2007		M	75,000	04/25/2004 ⁽⁴⁾ 12/29/2012	Common Stock 75,000
Option (Right to Buy)	\$ 16.335	02/13/2007		M	85,000	04/25/2003 ⁽⁵⁾ 04/24/2012	Common Stock 85,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDNER BRIAN
C/O HASBRO INC
1027 NEWPORT AVENUE
PAWTUCKET, RI 02862

Chief
Operating
Officer

Signatures

Tarrant Sibley, p/o/a for Brian
Goldner

02/15/2007

__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) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (2) 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 March 20, 2000.
- (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 April 25, 2001.
- (4) 33 1/3% of the options become exercisable on April 25, 2004 and an additional 33 1/3% of the options become exercisable on each of April 25, 2005 and April 25, 2006.
- (5) 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 April 25, 2002.
- (6) These shares were sold at prices ranging from \$28.30 to \$28.69, with a weighted average sale price of \$28.4585 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.

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