SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]
 BIONDI FRANK

 (Last) (First) (Middle)

 (Street)

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 HASBRO INC [HAS]

 3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2003

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X 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			

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	Amount or Number of Shares				
Phantom Stock Units[1]	0[2]	05/14/2003		A		509		05/14/2003[3]	05/14/2003[3]	Common Stock	509	$12.83	1,205	D	
Options (Right to Buy)[4]	15.875	05/14/2003		A		6,000		05/01/2004[5]	05/13/2013	Common Stock	6,000	$0	6,000	D	

Explanation of Responses:

1. All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in accordance with Section 16b-3.

2. Units correspond 1-for-1 with common stock.

3. Units are settled only in cash and are payable after the reporting person ceases to be a director. All units are vested.

4. The options were granted pursuant to the 2003 Stock Option Plan for Non-Employee Directors.

5. 33 1/3% of these options become exercisable on May 1, 2004 and an additional 33 1/3% become exercisable on each of May 1, 2005 and May 1, 2006.

Tarrant Sibley p/o/a for Frank Biondi, Jr.	05/15/2003
** Signature of Reporting Person	Date