

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	
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1. Name and Address of Reporting Person* <u>HOLT RICHARD B</u> (Last) (First) (Middle) 200 NARRAGANSETT PARK DRIVE (Street) PAWTUCKET RI 02862 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Audit Compliance</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2004</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 (\$.50 par value per share)	11/22/2004		M		12,655	A	\$13.1389	62,204	D	
Common Stock	11/22/2004		M		12,000	A	\$11.59	74,204	D	
Common Stock	11/22/2004		M		4,250	A	\$11.16	78,454	D	
Common Stock	11/22/2004		F ⁽¹⁾		22,517	D	\$18.695	55,937	D	
Common Stock	11/22/2004		G		2,600	D	\$0	53,337	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) ⁽²⁾	\$13.1389	11/22/2004		M		12,655		12/05/1995 ⁽³⁾	12/04/2004	Common Stock	12,655	\$0	0	D	
Option (Right to Buy) ⁽²⁾	\$11.59	11/22/2004		M		12,000		04/25/2002 ⁽⁴⁾	04/24/2011	Common Stock	12,000	\$0	0	D	
Option (Right to Buy) ⁽²⁾	\$11.16	11/22/2004		M		4,250		12/30/2003 ⁽⁵⁾	12/29/2012	Common Stock	4,250	\$0	8,500	D	

Explanation of Responses:

- Represents payment of exercise price with shares already owned and payment of withholding taxes by withholding of shares out of option exercise.
- These options were granted pursuant to employee stock option plans in compliance with Rule 16b-3.
- These options vested in cumulative annual installments of 33 1/3% on each of the first three anniversaries of the date of grant, which grant date was December 5, 1994.
- These options vested in cumulative annual installments of 33 1/3% on each of the first three anniversaries of the date of grant, which grant date was April 25, 2001.
- These options vest in cumulative annual installments of 33 1/3% on each of the first three anniversaries of the date of grant, which grant date was December 30, 2002.

Tarrant Sibley p/o/a for Richard B. Holt 11/24/2004

** 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.

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.