

| OMB APPROVAL | |
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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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Gardner Simon</u> (Last) (First) (Middle) <u>C/O HASBRO, INC.</u> <u>1011 NEWPORT AVENUE</u> (Street) <u>PAWTUCKET RI 02862</u> (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>President of Hasbro Europe</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2006</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) | 11/01/2006 | | M | | 100,000 | A | \$11.59 | 110,950 | D | |
| Common Stock (Par value \$.50 per share) | 11/01/2006 | | M | | 50,000 | A | \$17.9685 | 160,950 | D | |
| Common Stock (Par value \$.50 per share) | 11/01/2006 | | S | | 100,000 | D | \$26.2 | 60,950 | D | |
| Common Stock (Par value \$.50 per share) | 11/01/2006 | | S | | 50,000 | D | \$26.4 | 10,950 | 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 | Amount or Number of Shares | | | | |
| Option (Right to Buy) ⁽¹⁾ | \$11.59 | 11/01/2006 | | M | | | 100,000 | 04/25/2002 ⁽²⁾ | 04/24/2011 ⁽²⁾ | Common Stock | 100,000 | \$0 | 0 | D | |
| Option (Right to Buy) ⁽¹⁾ | \$17.9685 | 11/01/2006 | | M | | | 50,000 | 04/25/2003 ⁽³⁾ | 04/24/2012 ⁽³⁾ | Common Stock | 50,000 | \$0 | 75,000 | 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.
- 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.
- These options vested in cumulative installments of 20% on each of the first five anniversaries of the date of grant, which grant date was, April 25, 2002.

Tarrant Sibley, p/o/a for Simon Gardner 11/03/2006

** 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.