Edgar Filing: HASBRO INC - Form 4

HASBRO I Form 4 October 03								
FORM	ЛЛ					OMB A	PPROVAL	
	UNITED	STATES SEC V	URITIES A Vashington	OMB Number:	3235-0287			
Check t if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	to or ions ntinue. STATEN STATEN STATEN	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	e Responses)							
1. Name and Address of Reporting Person <u>*</u> ANDERSON BASIL			suer Name an ol BRO INC [d Ticker or Trading [HAS]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Mont	e of Earliest T h/Day/Year))/2006	ransaction	(Check all applicable) X_ Director Officer (give title 10% Owner Other (specify below)			
		.mendment, D Month/Day/Yea	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) T	able I - Non-	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, in any (Month/Day/Year	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities F Beneficially (1 Owned (1	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Ro	eport on a separate line	e for each class of s	ecurities bene	information conta required to respo	r indirectly. pond to the collec ained in this form and unless the form tly valid OMB con	are not n	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		(Instr. 5)

number.

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(2)</u>	09/30/2006	А		86		(3)	(3)	Common Stock	86	\$ 22.75

Reporting Owners

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

 ANDERSON BASIL
 X
 V
 V

Signatures

Tarrant Sibley, p/o/a for Basil L. 10/03/2006 Anderson

**Signature of Reporting Person

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).

Date

- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.