

Gardner Simon
 Form 3
 February 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Gardner Simon | | (Month/Day/Year) | HASBRO INC [HAS] | |
| (Last) | (First) | 02/16/2006 | | |
| C/O HASBRO, INC., 1011 NEWPORT AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| PAWTUCKET, RI 02862 | | | (Check all applicable) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, Hasbro Europe | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock (Par Value \$.50) | 10,950 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|----------------------------|----------------------------|
| Options (Right to Buy), granted 2/19/1997 ⁽¹⁾ | Â ⁽²⁾ | 02/18/2007 | Common Stock 33,750 | \$ 18.7222 D Â |
| Options (Right to Buy), granted 4/23/1998 ⁽¹⁾ | Â ⁽²⁾ | 04/22/2008 | Common Stock 22,500 | \$ 24.875 D Â |
| Options (Right to Buy), granted 5/11/1999 ⁽¹⁾ | Â ⁽²⁾ | 05/10/2009 | Common Stock 33,750 | \$ 32.1875 D Â |
| Options (Right to Buy), granted 2/10/2000 ⁽¹⁾ | Â ⁽²⁾ | 02/09/2010 | Common Stock 65,000 | \$ 15.2188 D Â |
| Options (Right to Buy), granted 4/25/2001 ⁽¹⁾ | Â ⁽²⁾ | 04/24/2011 | Common Stock 100,000 | \$ 11.59 D Â |
| Options (Right to Buy), granted 4/25/2002 ⁽¹⁾ | Â ⁽²⁾ | 04/24/2012 | Common Stock 42,500 | \$ 16.335 D Â |
| Options (Right to Buy), granted 4/25/2002 ⁽¹⁾ | Â ⁽³⁾ | 04/24/2012 | Common Stock 125,000 | \$ 17.9685 D Â |
| Options (Right to Buy), granted 12/30/2002 ⁽¹⁾ | Â ⁽⁴⁾ | 12/29/2012 | Common Stock 40,000 | \$ 11.16 D Â |
| Options (Right to Buy), granted 5/20/2004 ⁽¹⁾ | Â ⁽²⁾ | 05/19/2014 | Common Stock 40,000 | \$ 18.575 D Â |
| Options (Right to Buy), granted 5/20/2004 ⁽¹⁾ | Â ⁽²⁾ | 05/19/2011 | Common Stock 125,000 | \$ 20.4325 D Â |
| Options (Right to Buy), granted 5/19/2005 ⁽¹⁾ | Â ⁽²⁾ | 05/18/2012 | Common Stock 45,000 | \$ 20.57 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gardner Simon C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | Â | Â | Â President, Hasbro Europe | Â |

Signatures

Tarrant Sibley, p/o/a for Simon Gardner 02/21/2006

⁽¹⁾Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) The options were granted pursuant to employee stock option plans in accordance with Rule 16b-3 and have tandem tax withholding rights.
- (2) 33 1/3% of these options become exercisable on the first anniversary of the date of grant and an additional 33 1/3% become exercisable on each anniversary of the date of grant thereafter until fully exercisable.
- (3) 20% of these options become exercisable on the first anniversary of the date of grant and an additional 20% become exercisable on each anniversary of the date of grant thereafter until fully exercisable.
- (4) 33 1/3% of these options become exercisable on April 25, 2004 and an additional 33 1/3% become exercisable on April 25, 2005 and April 25, 2006, respectively.

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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