FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	ΩF	CHANGES	IN REN	JEEICIAI	OWNERS	HIP
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ı	OMB APPRO	VAL
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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* WILSON E DAVID (Last) (First) (Middle) C/O HASBRO INC			2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS] 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004								elationship of Reporting Person(s) to Issuer ck all applicable) Director 10% Owner Officer (give title below) President, Games				/ner				
(Street) EAST LONGM (City)	EADOW	ИΑ	010283149 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Incline							
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)				ction	ay/Year) Execution Date, if any (Month/Day/Year) Transaction Dicode (Instr. 5) 8)			4. Securit Disposed 5)	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			5. Amour Securitie Beneficia Owned F Reported Transact	nt of 6. Over the form (D) of Following (I) (Ir		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any				ransaction of ode (Instr. Derivative			ve es d	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		curity	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)	
				С	ode	v	(A)		Date Exercisable		expiration Date	Title	or Nu of	umber					
Phanton Stock Units ⁽¹⁾	(2)	08/16/2004			A		0.7767		(3)		(3)	Common Stock	0.	.7767	\$17.6	229.618	2	D	

Explanation of Responses:

- 1. All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Non-Qualified Deferred Compensation Plan (the "Plan") in accordance with Section 16b-3.
- 2. Units are deemed to represent common stock on a 1 for 1 basis.
- 3. Units are settled only in cash and are payable after the reporting person ceases to be an employee, or as otherwise set forth in the Plan.

Tarrant Sibley, p/o/a for E. 08/18/2004 **David Wilson**

** 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.