FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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TATEMENT	OF CHANGE	S IN BENEFICI	AL OWNERSHIP

	MR APP	ROVAL				
OMB N	OMB Number:					
Estimat	ed average	burden				
hours p	er response	: 0.5				

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* PHILIP EDWARD M				2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]								ck all appli	•						
(Last) (First) (Middle) 115 DRAPER RD				3. Date of Earliest Transaction (Month/Day/Year) 03/31/2005								Officer below)	(give title		Other (s below)	specify			
(Street) WAYLA (City)			01778 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Ind Line)	Form 1	al or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting erson					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
D Thus or Sociality (mounty)			2. Transa Date (Month/D	2A. Deemed Execution Date, if any (Month/Day/Yea		Code ((A) or		str. 3, 4		Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 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,			iransaction code (Instr.) 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 Securi (Instr. 3 and 4)		E	B. 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)	Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amo or Num of Shar	ber					
Phantom Stock	(2)	03/31/2005			A		1,042		(3)(4)		(3)(4)	Common Stock	1,0	42	\$20.45	8,642		D	

Explanation of Responses:

- 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.
- 4. Vesting of 46 units will occur on the earlier of 12/31/05 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. Vesting of 46 units will occur on the earlier of 12/31/06 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. The remainder of the units are immediately vested.

Tarrant Sibley, p/o/a for Edward M. Philip

04/04/2005

** 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.