FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

OMB APPR	OVAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

Instruction 1(b).					d pursuant to Section 16(a) of the Securities Exchange Act of 1934							34	hours per response:					
					or Secti	on 30(h) of the	Inves	stment	Com	pany Act	of 194	.0						
1. Name and Address of Reporting Person* PHILIP EDWARD M				2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]						(Ch	Relationship eck all appli X Directo	cable)	ng Per	on(s) to Issuer 10% Owner				
(Last) (First) (Middle) 115 DRAPER RD (Street) WAYLAND MA 01778 (City) (State) (Zip)					3. Date of Earliest Transaction (Month/Day/Year) 06/30/2005 4. If Amendment, Date of Original Filed (Month/Day/Year)								Officer (give title below)			Other (specify below)		
												Line	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - Non	-Deriv	ative Se	curities Ac	quir	red, C	isp	osed o	of, or	Bene	eficial	ly Owned	t			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D			2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)					4 and Securities Beneficially Owned Follo		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership			
						Code	/	Amount		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			(Insti			
		Т				urities Acq s, warrants								Owned				
1. Title of Derivative Conversion or Exercise Price of Derivative Security		Date, 1	Transaction of E			i. Date Exercisable and Expiration Date Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)		

Explanation of Responses:

\$0⁽²⁾

Phantom Stock

Units(1)

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.

Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(D)

(A)

1.029

- 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.

06/30/2005

4. Vesting of 45 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 45 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.

Exercisable

(3)(4)

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

Title

Stock

Expiration

Date

Amount Number

Shares

1,029

\$20.79

07/06/2005

** Signature of Reporting Person

Date

Following Reported Transaction(s)

(Instr. 4)

9,671

D

Ownership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Code ν

Α

- * 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.