

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 *

Â Gardner Simon

(Last) (First) (Middle)

C/O HASBRO, INC.,Â 1011
NEWPORT AVENUE

(Street)

PAWTUCKET,Â RIÂ 02862

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/16/2006

3. Issuer Name **and** Ticker or Trading Symbol
HASBRO INC [HAS]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

President, Hasbro Europe

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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 Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
Title

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

____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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