

Edgar Filing: HASSENFELD ALAN G - Form SC 13G/A

HASSENFELD ALAN G
Form SC 13G/A
January 23, 2006

Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 28)

Hasbro, Inc.

(Name of Issuer)

Common Stock, Par Value \$.50 Per Share

(Title of Class of Securities)

418 056 10 7

(CUSIP Number)

12/31/2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to
the subject class of securities, and for any subsequent amendment
containing information which would alter the disclosures provided
in a prior cover page.

The information required in the remainder of this cover page
shall not be deemed to be "filed" for the purpose of Section 18
of the Securities Exchange Act of 1934 ("Act") or otherwise
subject to the liabilities of that section of the Act but shall
be subject to all other provisions of the Act (however, see the
Notes).

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person (entities only)

Alan G. Hassenfeld

2. Check the Appropriate Box if member of a Group

(a) ()

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(b) (X)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting
Person With:

5. Sole Voting Power

16,352,614

6. Shared Voting Power

1,168,586

7. Sole Dispositive Power

16,352,614

8. Shared Dispositive Power

1,168,586

9. Aggregate Amount Beneficially Owned by Each Reporting Person

17,521,200

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row 9

9.8%

12. Type of Reporting Person

IN

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Item 1(a) Name of Issuer:

Hasbro, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1011 Newport Avenue, Pawtucket, RI 02862

Item 2(a) Name of Person Filing:

Alan G. Hassenfeld

Item 2(b) Address of Principal Business Office or, if none, Residence:

c/o Hasbro, Inc.
1011 Newport Avenue
Pawtucket, RI 02862

Item 2(c) Citizenship

United States

Item 2(d) Title of Class of Securities:

Common Stock, Par Value \$.50 Per Share

Item 2(e) CUSIP Number:

418 056 10 7

Item 3 If this statement is filed pursuant to section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership:

(a) Amount Beneficially Owned: 17,521,200

(b) Percent of Class: 9.8

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(c) Number of shares as to which the person has:

(i) sole power to vote or to direct
the vote.....16,352,614*

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- (ii) shared power to vote or to direct
the vote.....1,168,586**
- (iii) sole power to dispose or to direct
the disposition of..... 16,352,614*
- (iv) shared power to dispose or to direct
the disposition of.....1,168,586**

*Includes (a) 1,586,668 shares which may be purchased upon exercise of presently exercisable options and options exercisable within 60 days of December 31, 2005; (b) 8,140,921 shares held by the Merrill Hassenfeld Trust, of which Mr. Hassenfeld is sole trustee; and(c) 829,347 shares held by the Alan Hassenfeld Trust, of which Mr. Hassenfeld is sole trustee. Also includes 1,000,188 shares which are subject to a prepaid variable share forward contract which is scheduled to settle in February, 2008.

**Consists of (a) 350,390 shares owned by Mr. Hassenfeld and others as trustees of the Stephen Hassenfeld Trust; (b) 154,216 shares owned by Mr. Hassenfeld and others, as Trustees of the Sylvia Hassenfeld Trust; and (c) 663,980 shares owned by The Hassenfeld Foundation, of which Mr. Hassenfeld is one of the officers and directors.

Mr. Hassenfeld disclaims beneficial ownership of all shares except to the extent of his proportionate pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

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Item 6. Ownership of More than Five Percent on Behalf of Another Person:

An aggregate of 8,295,137 shares of Common Stock are held by Mr. Hassenfeld, as a trustee of the Merrill Hassenfeld Trust and the Sylvia Hassenfeld Trust. His mother, Sylvia K. Hassenfeld, has the right to receive any dividends from the shares held in these two trusts. An aggregate of 350,390 shares of Common Stock are held by Mr. Hassenfeld, as trustee of the Stephen Hassenfeld Trust, a charitable lead trust whose beneficiary is The Hassenfeld Foundation. An aggregate of 663,980 shares of Common Stock are held by The Hassenfeld Foundation, a charitable foundation. All assets of The Hassenfeld Foundation are devoted to the charitable purposes of the Foundation. Mr. Hassenfeld disclaims beneficial ownership of the shares described in this Item 6 except to the extent of any proportionate pecuniary interest therein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

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Parent Holding Company or Control Person:

Not Applicable

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Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

Not Applicable

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

/s/ Alan G. Hassenfeld

Signature

Alan G. Hassenfeld

Name