

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): January 24, 1996

HASBRO, INC.

(Name of Registrant)

RHODE ISLAND ----- (State of Incorporation)	1-6682 ----- (Commission File Number)	05-0155090 ----- (IRS Employer Identification No.)
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1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND ----- (Address of Principal Executive Offices)	02861 ----- (Zip Code)
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(401) 431-8697

(Registrant's Telephone Number)

Item 5. Other Events

The January 24, 1996 Press Release of the Registrant attached hereto as EXHIBIT 99 is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HASBRO, INC.

(Registrant)

Date: January 30, 1996

By:\s\John T. O'Neill

John T. O'Neill

Executive Vice President and
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

HASBRO, INC.
Current Report on Form 8-K
Dated January 24, 1996

Exhibit Index

Exhibit
No.

Exhibits

99 Press Release dated January 24, 1996

CONTACTS:

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FOR IMMEDIATE RELEASE

HASBRO, INC. REJECTS UNSOLICITED PROPOSAL

Pawtucket, RI, January 24, 1996 -- Hasbro, Inc. (ASE:HAS) today confirmed that its Board of Directors, at a meeting held yesterday in New York, had, by unanimous vote of directors present, rejected a business combination proposal from Mattel, Inc. (NYSE:MAT) which provided for an exchange of Mattel, Inc. shares for Hasbro, Inc. shares. The Board concluded that a combination with Mattel would raise extremely serious antitrust issues, worldwide and that, as a result of these antitrust issues, the probability of successful consummation of the proposed transaction was very low. The Board also determined that because of the very low probability of consummation, the economic terms of the proposal were more than offset by the potential harm to Hasbro, Inc. and its shareholders resulting from a protracted antitrust regulatory process.

Alan G. Hassenfeld, chairman and chief executive officer of Hasbro, said, "It is incredibly presumptuous of Mattel and its Board to believe that they could force a combination of their company and ours through the Federal Trade Commission, the States Attorneys General and the European Union Merger Task Force. After lengthy review of Mattel's proposal with our two firms of antitrust advisors, our Board unanimously concluded that the chance of any antitrust approval is extremely low."

Hasbro, Inc. is a worldwide leader in the design, manufacture and marketing of toys, games, puzzles and infant care products. Both internationally and domestically, its Playskool(R), Kenner(R), Tonka(R), Milton Bradley(R) and Parker Brothers(R) products provide children and families with the highest quality and most recognizable toys and games in the world.

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