

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 POST-EFFECTIVE AMENDMENT NO. 1 TO
 FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

HASBRO, INC.

 (Name of Registrant)

Rhode Island

05-0155090

 (State of Incorporation)

 (I.R.S. Employer Identification No.)

1027 Newport Avenue Pawtucket, Rhode Island 02861

 (Principal Executive Offices)

HASBRO, INC. EMPLOYEE NON-QUALIFIED STOCK PLAN
 AND
 HASBRO, INC. NON-QUALIFIED DEFERRED COMPENSATION PLAN

 (Title of Plans)

PHILLIP H. WALDOKS, ESQ.
 Senior Vice President--Corporate
 Legal Affairs and Secretary

Hasbro, Inc.
 32 West 23rd Street
 New York, New York 10010

 (Name and Address of Agent)

(212) 645-2400

 (Telephone Number of Agent)

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common stock in connection with Deferred Compensation Plan (1)	60,000 shares	\$35.00(2)	\$2,100,000(2)	\$619.50(3)

- (1) To be registered with respect to phantom stock units to be issued under the Hasbro, Inc. Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan").
- (2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c).
- (3) \$100 of this fee was paid with the October 17, 1997 filing of the original Registration Statement for registration of an indeterminate

PART II

Item 3. Information Required in the Registration Statement

The Registration Statement under the Securities Act of 1933 on Form S-8 of Hasbro, Inc. (the "Corporation" or the "Registrant"), file number 333-38159, filed with the Securities and Exchange Commission on October 17, 1997 is incorporated in this Post-Effective Amendment No. 1 to Registration Statement by reference and shall be deemed a part hereof.

Item 8. Exhibits

- 5.0 Opinion of Phillip H. Waldoks, Esq. (Incorporated by reference to Exhibit 5.0 to the Corporation's Registration Statement on Form S-8, dated October 17, 1997.)
- 23.1 Consent of Phillip H. Waldoks, Esq. (included in Exhibit 5.0).
- 23.2 Consent of Independent Auditors.
- 24.0 Power of Attorney (Incorporated by reference to signature page of the Corporation's Registration Statement on Form S-8, dated October 17, 1997.)

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SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, the State of New York, on March 31, 1998.

HASBRO, INC. (Registrant)

By: /s/ Phillip H. Waldoks

Phillip H. Waldoks,
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date ----
\s\ Alan G. Hassenfeld* ----- Alan G. Hassenfeld	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	March 31, 1998
\s\ John T. O'Neill* ----- John T. O'Neill	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 1998
\s\ Alan R. Batkin* ----- Alan R. Batkin	Director	March 31, 1998

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Phillip H. Waldoks
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
- - - - -	- - - - -
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CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Hasbro, Inc.

We consent to the use of our reports included in or incorporated by reference in the Hasbro, Inc. Annual Report on Form 10-K for the fiscal year ended December 28, 1997, which is incorporated by reference herein.

/s/ KPMG PEAT MARWICK LLP

KPMG PEAT MARWICK LLP

Providence, Rhode Island
March 31, 1998