

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): May 19, 2005

HASBRO, INC.

(Exact name of registrant as specified in its charter)

RHODE ISLAND ----- (State of Incorporation)	1-6682 ----- (Commission File Number)	05-0155090 ----- (IRS Employer Identification No.)
--	--	---

1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND ----- (Address of Principal Executive Offices)	02862 ----- (Zip Code)
---	------------------------------

(401) 431-8697

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Hasbro, Inc.'s (the "Company's") 2005 Annual Meeting of Shareholders (the "Meeting") was held on May 19, 2005. At the Meeting the Company's shareholders approved an amendment to the Company's 2003 Stock Incentive Performance Plan (the "Amendment"). The Amendment, which was adopted by the Company's Board of Directors on February 17, 2005, subject to shareholder approval, authorizes an additional 5,000,000 shares of the Company's common stock, par value \$.50 per share ("Common Stock"), for issuance pursuant to equity awards under the 2003 Stock Incentive Performance Plan. Of the

5,000,000 additional authorized shares of Common Stock, 2,500,000 may be issued pursuant to equity awards other than stock options or stock appreciation rights. The full text of the Amendment was filed via EDGAR on April 8, 2005 as an Appendix to the Company's Definitive Proxy Statement for the 2005 Annual Meeting.

Item 7.01 Regulation FD Disclosure

On May 19, 2005 the Company issued a press release announcing the authorization by the Company's Board of Directors of the repurchase of up to \$350 million in aggregate amount of the Company's Common Stock. The press release is furnished as an exhibit to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99 Press Release, dated May 19, 2005, of Hasbro, Inc.

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 hereunto duly authorized.

HASBRO, INC.

(Registrant)

Date: May 19, 2005

By: /s/ David D. R. Hargreaves

David D. R. Hargreaves

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

Hasbro, Inc.
Current Report on Form 8-K
Dated May 19, 2005

Exhibit Index

Exhibit
No.

99 Press Release, Dated May 19, 2005, of Hasbro, Inc.

For Immediate Release

Contact:

May 19, 2005

Karen A. Warren (*Investor Relations*) 401-727-5401
Wayne S. Charness (*News Media*) 401-727-5983

HASBRO, INC. ANNOUNCES SHARE REPURCHASE PROGRAM

Pawtucket, R.I. (May 19, 2005) -- Hasbro, Inc. (NYSE:HAS) announced that its Board of Directors has authorized the repurchase of up to \$350 million in common stock which replaces all prior authorizations. Purchases of the company's common stock may be made from time to time, subject to market conditions. These shares may be purchased in the open market or through privately negotiated transactions. Hasbro has no obligation to repurchase shares under the authorization, and the timing, actual number and value of shares which are repurchased will depend on a number of factors, including the price of the Company's common stock. The Company may suspend or discontinue the repurchase program at any time.

"This program reflects the continuing commitment of the Board of Directors and Hasbro management to pursue opportunities that return value to our shareholders and acknowledges the continued progress we have made in reducing debt and strengthening our balance sheet," said Alfred J. Verrecchia, President and Chief Executive Officer.

Hasbro is a worldwide leader in children's and family leisure time entertainment products and services, including the design, manufacture and marketing of games and toys ranging from traditional to high-tech. Both internationally and in the U.S., its PLAYSKOOL, TONKA, MILTON BRADLEY, PARKER BROTHERS, TIGER, and WIZARDS OF THE COAST brands and products provide the highest quality and most recognizable play experiences in the world.

###