

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

HASBRO, INC.
(Name of Issuer)

Common Stock, par value \$.50 per share
(Title of Class of Securities)

418 056 107
(CUSIP Number)

Peter R. Haje, Esq., General Counsel
Time Warner Inc.
75 Rockefeller Plaza
New York, New York 10019 (212) 484-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 10, 1996
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for the other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. 418 056 107
Page 2 of 22 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TIME WARNER INC.
IRS. No.: 13-3527249

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a/ /
b/ /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NOT APPLICABLE (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER

12,057,561

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

12,057,561

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

12,057,561

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 14.0%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 418 056 107
Page 4 of 22 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WARNER COMMUNICATIONS INC.
IRS No.: 13-2696809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a/ /
b/ /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Time Warner Inc., a Delaware corporation ("New Time Warner"), Time Warner Companies, Inc., a Delaware corporation ("Time Warner"), Warner Communications Inc., a Delaware corporation ("WCI") and TWI Ventures Ltd., a Delaware corporation ("TWI Ltd.") (collectively, the "Reporting Persons"), hereby amend and supplement the Amended and Restated Statement on Schedule 13D, relating to the Hasbro Common Stock dated June 22, 1994, as filed with the Securities and Exchange Commission on June 24, 1994 by the Reporting Persons, as amended by Amendment No. 9 dated August 15, 1995 (the "Statement"). As provided in the Joint Filing Agreement filed as an Exhibit hereto, the Reporting Persons have agreed pursuant to Rule 13d-1(f) under the Securities Exchange Act of 1934, to file one statement with respect to their ownership of Hasbro Common Stock.

This amendment to the Statement is being filed solely to reflect the combination (the "Holding Company Transaction") on October 10, 1996 of Time Warner and Turner Broadcasting System, Inc. ("TBS"), in connection with which (1) each of Time Warner and TBS became a wholly owned subsidiary of a new holding company now named Time Warner Inc. ("New Time Warner"), (2) Time Warner changed its name to Time Warner Companies, Inc. and (3) New Time Warner became the ultimate beneficial owner of the Hasbro Common Stock held of record by TWI Ltd.

Unless otherwise indicated, capitalized terms used but not defined herein have the meanings assigned to them in the Statement.

Item 2. Identity and Background

The response to Item 2 of the Statement is hereby amended to read in its entirety as follows:

"This Statement is being filed by Time Warner Inc. ("New Time Warner"), a Delaware corporation, having its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019, Time Warner Companies, Inc. ("Time Warner"), a Delaware corporation having its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019, Warner Communications Inc. ("WCI"), a Delaware corporation, having its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019, and TWI Ventures Ltd. ("TWI Ltd."), a Delaware corporation, having its principal office at 3514 Silverside Road, Suite 11, Wilmington, DE 19810. Time Warner is a direct wholly-owned subsidiary of New Time Warner, WCI is a direct wholly-owned subsidiary of Time Warner and TWI Ltd. is a direct wholly-owned subsidiary of WCI.

New Time Warner is a holding company engaged in the media and entertainment business. Its businesses are carried on in four fundamental areas: Entertainment, consisting principally of interests in recorded music and music publishing, filmed entertainment, broadcasting and theme parks; Cable Networks, consisting principally of interests in cable television programming; Publishing, consisting principally of interests in magazine publishing, book publishing and direct marketing; and Cable, consisting principally of interests in cable television systems. Substantially all of New Time Warner's interests in filmed entertainment, broadcasting, theme parks, most of its interests in cable television systems and a substantial portion of its interests in cable television programming are held through Time Warner Entertainment Company, L.P. ("TWE"), a Delaware limited partnership in which New Time Warner has a majority interest.

Time Warner is a holding company with the same interests in magazine and book publishing, recorded music and music publishing, filmed entertainment, cable systems and cable networks as New Time Warner, except that it does not have an ownership interest in the businesses conducted by TBS. The business of WCI (other than its interest in TWE) primarily consists of substantially all of the recorded music and music publishing businesses of Time Warner conducted under the umbrella name of Warner Music Group. TWI Ltd. is a subsidiary of WCI and holds a portfolio of investments.

The name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of each director and executive officer of the Reporting Persons is set forth in Annexes A, B, C and D hereto and is incorporated herein by reference.

None of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed in Annexes A, B, C or D hereto has been convicted during the last five years in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such corporation or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Each of the persons listed in Annexes A, B, C and D hereto is a United States citizen."

Item 3. Source and Amount of Funds or Other Consideration.

The response to Item 3 of the Statement is hereby amended by adding paragraphs seven and eight to read in their entirety as follows:

"On October 10, 1996, the Holding Company Transaction was consummated pursuant to an Amended and Restated Agreement and Plan of Merger

(the "Merger Agreement") dated as of September 22, 1995, as amended, between Time Warner, New Time Warner, Time Warner Acquisition Corp., formerly a Delaware corporation and a wholly owned subsidiary of New Time Warner ("Delaware Sub"), TW Acquisition Corp., formerly a Georgia corporation and a wholly owned subsidiary of New Time Warner ("Georgia Sub"), and TBS, whereby among other things: (a) Delaware Sub was merged into Time Warner, (b) each outstanding share of Common Stock, par value \$1.00 per share, of Time Warner, other than shares held directly or indirectly by Time Warner, was converted into one share of Common Stock, par value \$.01 per share, of New Time Warner, (c) Georgia Sub was merged into TBS, (d) the outstanding capital stock of TBS, other than shares held directly or indirectly by Time Warner or New Time Warner or in the treasury of TBS, was converted into the right to receive New Time Warner's Common Stock, (e) each of Time Warner and TBS became a wholly owned subsidiary of New Time Warner and (f) New Time Warner was renamed "Time Warner Inc."

As a result of the Holding Company Transaction, New Time Warner became the ultimate beneficial owner of the Hasbro Common Stock."

Item 4. Purpose of Transaction.

The response to Item 4 of the Statement is hereby amended by deleting paragraph seven and adding paragraphs seven and eight to read in their entirety as follows:

"As described in Item 3 above, New Time Warner became the ultimate beneficial owner of the Hasbro Common Stock as a result of the consummation of the Holding Company Transaction.

Other than as described above, none of New Time Warner, Time Warner, WCI or TWI Ltd. has any current plans or proposals that relate to or would result in (i) the acquisition or disposition of securities of Hasbro; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Hasbro or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of Hasbro or any of its subsidiaries; (iv) any change in the present board of directors or management of Hasbro, including any current plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of directors of Hasbro; (v) any material change in the present capitalization or dividend policy of Hasbro; (vi) any other material change in Hasbro's business or corporate structure; (vii) changes in Hasbro's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of Hasbro by any person; (viii) causing a class of securities of Hasbro to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (ix) causing a class of equity securities of Hasbro to become eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934, as amended; or (x) any action similar to any of those enumerated in clauses (i) through (ix) of this sentence."

Item 5. Interest in Securities of the Issuer.

Paragraphs eight through ten of Item 5 of the Statement are hereby amended to read in their entirety as follows:

"According to Hasbro's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996, there were outstanding as of August 9, 1996, 86,323,230 shares of Hasbro Common Stock. The 12,057,561 shares of Hasbro Common Stock held by TWI Ltd. and beneficially owned by New Time Warner, Time Warner and WCI constitute approximately 14.0% of the outstanding Hasbro Common Stock.

New Time Warner, Time Warner, WCI and TWI Ltd. have shared power to vote and dispose of the 12,057,561 shares of Hasbro Common Stock registered in the name of TWI Ltd. and owned beneficially by New Time Warner, Time Warner and WCI.

Except as described herein, none of New Time Warner, Time Warner, WCI or TWI Ltd. is aware of any beneficial ownership of, or any transaction within 60 days before the filing of this Statement in, any shares of Hasbro Common Stock by New Time Warner, Time Warner, WCI, TWI Ltd. or any person listed in Annexes A, B, C, or D hereto."

Item 7. Material to be filed as Exhibits.

Item 7 of the Statement is hereby amended to include Exhibit Q to read in its entirety as follows:

Exhibit Q Joint Filing Agreement among Time Warner Inc., Time Warner Companies, Inc., Warner Communications Inc. and TWI Ventures Ltd.

SIGNATURE

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

Date: October 21, 1996

TIME WARNER INC.

BY: /s/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

TIME WARNER COMPANIES INC.

BY: /s/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

WARNER COMMUNICATIONS INC.

BY: /s/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

TWI VENTURES LTD.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Vice President

JOINT FILING AGREEMENT

Time Warner Inc., Time Warner Companies, Inc., Warner Communications Inc. and TWI Ventures Ltd., each hereby agrees, in accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, that Amendment No. 10 to the Statement on Schedule 13D filed herewith, and any amendments thereto, relating to the shares of Common Stock, par value \$.50 per share, of Hasbro, Inc., is, and will be, filed jointly on behalf of each such person.

Dated: October 21, 1996

TIME WARNER INC.

BY: /s/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

TIME WARNER COMPANIES, INC.

BY: /s/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

WARNER COMMUNICATIONS INC.

BY: /S/ Thomas W. McEnerney
Name: Thomas W. McEnerney
Title: Vice President

TWI VENTURES LTD.

BY: /S/ Spencer B. Hays
Name: Spencer B. Hays
Title: Vice President

ANNEX A

The following is a list of the directors and executive officers of Time Warner Inc. ("Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of Time Warner, each person is a citizen of the United States of America.

Name	Office	Principal Occupation or Employment and Address
Merv Adelson	Director	Chairman, East-West Capital Associates 10100 Santa Monica Blvd. Los Angeles, CA 90067 (private investment company)
Timothy A. Boggs	Senior Vice President	Senior Vice President, Time Warner 800 Connecticut Ave., NW, Suite 800 Washington, DC 20006
Richard J. Bressler	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer, Time Warner*
Lawrence B. Buttenwieser	Director	Partner, Rosenman & Colin 575 Madison Avenue New York, NY 10022 (attorney)

*The business address of Time Warner, Old Time Warner and WCI is 75 Rockefeller Plaza, New York, NY 10019

Name	Office	Principal Occupation or Employment and Address
Beverly Sills Greenough	Director	Chairman-Lincoln Center for the Performing Arts 211 Central Park West New York, NY 10024 (entertainment)
Peter R. Haje	Executive Vice President, Secretary and General Counsel	Executive Vice President, Secretary and General Counsel, Time Warner*
Carla A. Hills	Director	Chairman and Chief Executive Officer Hills & Company 1200 19th Street, NW Washington, DC 20036 (international trade consultants)
Tod R. Hullin	Senior Vice President	Senior Vice President, Time Warner*
David T. Kearns	Director	Retired Chairman and Chief Executive Officer of Xerox Corporation 100 First Stamford Place Stamford, CT 06904-2340 (business equipment)
Gerald M. Levin	Director, Chairman and Chief Executive Officer	Chairman and Chief Executive Officer, Time Warner*
Philip R. Lochner, Jr.	Senior Vice President	Senior Vice President, Time Warner*

*The business address of Time Warner, Old Time Warner and WCI is
75 Rockefeller Plaza, New York, NY 10019

Name	Office	Principal Occupation or Employment and Address
Reuben Mark	Director	Chairman and Chief Executive Officer Colgate-Palmolive Company 300 Park Avenue New York, NY 10022 (consumer products)
Michael A. Miles	Director	Former Chairman and Chief Executive Officer of Philip Morris Companies Inc., Director of Sears Roebuck & Co., Dean Witter, Discover & Co. Three Lakes Drive Northfield, IL 60093
J. Richard Munro	Director	Advisor to and Former Co- Chairman and Co-CEO, Time Warner 300 First Stamford Place Stamford, CT 06902
Richard D. Parsons	Director and President	Director and President, Time Warner*
Donald S. Perkins	Director	Director of Various Companies 21 South Clark St. Suite 2530 One First National Plaza Chicago, IL 60603

*The business address of Time Warner, Old Time Warner and WCI is
75 Rockefeller Plaza, New York, NY 10019

Name	Office	Principal Occupation or Employment and Address
Robert E. Turner	Director and Vice Chairman	Vice Chairman of Time Warner*, Chairman and President of TBS One CNN Center Atlanta, GA 30303
Raymond S. Troubh	Director	Financial Consultant and Director of Various Companies 10 Rockefeller Plaza New York, NY 10020 (financial consultant)
Francis T. Vincent, Jr.	Director	Chairman of Vincent Enterprises (private investor), and Director of Various Companies 300 First Stamford Place Stamford, CT 06902

*The business address of Time Warner, Old Time Warner and WCI is 75 Rockefeller Plaza, New York, NY 10019

ANNEX B

The following is a list of the directors and executive officers of Time Warner Companies, Inc. ("Old Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of Old Time Warner, each person is a citizen of the United States of America.

Name	Office	Principal Occupation or Employment and Address
Richard J. Bressler	Director and Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer, Time Warner*
Peter R. Haje	Director and Executive Vice President, Secretary and General Counsel	Executive Vice President, Secretary and General Counsel, Time Warner*
Tod R. Hullin	Director and Senior Vice President	Senior Vice President, Time Warner*
Gerald M. Levin	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer, Time Warner*
Timothy A. Boggs	Senior Vice President	Senior Vice President, Time Warner 800 Connecticut Avenue, N.W. Suite 800 Washington, D.C. 20006
Philip R. Lochner Jr.	Senior Vice President	Senior Vice President, Time Warner*
Richard D. Parsons	President	President, Time Warner*

*The business address of Time Warner, Old Time Warner and WCI is 75 Rockefeller Plaza, New York, NY 10019

ANNEX C

The following is a list of the directors and executive officers of Warner Communications Inc. ("WCI"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of WCI, each person is a citizen of the United States of America.

Name	Office	Principal Occupation or Employment and Address
Richard J. Bressler	Director and Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer, Time Warner*
Peter R. Haje	Director and Executive Vice President	Executive Vice President, Secretary and General Counsel, Time Warner*
Tod R. Hullin	Director and Senior Vice President	Senior Vice President, Time Warner*
Gerald M. Levin	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer, Time Warner*
Philip R. Lochner Jr.	Senior Vice President	Senior Vice President, Time Warner*
Richard D. Parsons	Director and Office of the President	President, Time Warner*

*The business address of Time Warner, Old Time Warner and WCI is 75 Rockefeller Plaza, New York, NY 10019

ANNEX D

The following is a list of the directors and executive officers of TWI Ventures Ltd ("TWI Ltd"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of TWI Ltd, each person is a citizen of the United States of America.

Name	Office	Principal Occupation or Employment and Address
Richard J. Bressler	Director and President	Senior Vice President and Chief Financial Officer, Time Warner*
Spencer B. Hays	Director and Vice President	Vice President and Deputy General Counsel, Time Warner*
Stephen Kapner	Director, Vice President and Treasurer	Assistant Treasurer, Time Warner*
Margaret Pulgini	Director, Vice President And Secretary	Assistant Vice President Wilmington Trust Co. Rodney Square North Wilmington, DE 19801
James Tamucci	Director, Vice President and Treasurer	Tax Executive Director Time Warner 1271 Avenue of the Americas New York, NY 10020

*The business address of Time Warner, Old Time Warner and WCI is 75 Rockefeller Plaza, New York, NY 10019