

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HASBRO, INC.

(Exact name of registrant as specified in its charter)

Rhode Island

05-01155090

(State of incorporation)

(IRS employer identification no.)

1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND

02861

(Address of principal executive offices)

(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Preference Stock Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant
to Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [x]

If this form relates to the registration of a class of securities pursuant
to Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form
relates:

Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered

A description of the Preference Stock Purchase Rights of the Registrant is
contained under the captions "DESCRIPTION OF CAPITAL STOCK", and "CERTAIN
ANTI-TAKEOVER PROVISIONS" in the Prospectus dated June 24, 1998, forming a
part of the Registrant's Registration Statement on Form S-3, File No.333-
44101.

Item 2. Exhibits

Rights Agreement, dated June 4, 1989 between the Registrant and
BankBoston, N.A. (formerly known as The First National Bank of
Boston) (incorporated by reference to Exhibit 1 to the
Registrant's Form 8-A, dated June 12, 1989, as amended by the
Registrant's Form 8, dated September 7, 1990).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange
Act of 1934, the Registrant has duly caused this registration statement
to be signed on its behalf by the undersigned, thereunto duly authorized.

HASBRO, INC.

(Registrant)

Date: June 4, 1999

By: /s/ Phillip H. Waldoks

Phillip H. Waldoks
Senior Vice President - Corporate
Legal Affairs and Secretary