

**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**

September 21, 2005

Date of report (Date of earliest event reported)

Hawkins, Inc.

(Exact Name of Registrant as Specified in its Charter)

Minnesota
(State of Incorporation)

0-7647
(Commission File Number)

41-0771293
(I.R.S. Employer Identification No.)

3100 East Hennepin Ave.
Minneapolis, MN
(Address of principal executive offices)

55413
(Zip Code)

Telephone Number: 612-331-6910
(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 (see General Instruction A.2. below):

- 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

On September 21, 2005, the Board of Directors (the "Board") of Hawkins, Inc. (the "Company") elected John S. McKeon, a current director of the Company, as the Chairman of the Board. Mr. McKeon will succeed John R. Hawkins, the Company's Chief Executive Officer, who will continue to serve as a member of the Board. The Company issued a press release relating to this event, which is furnished as Exhibit 99 to this Current Report on Form 8-K and incorporated by reference herein. The Board also approved the payment of an annual retainer for a non-employee Chairman of the Board of \$10,000. For the current year, the amount to be paid to Mr. McKeon for his service as the Chairman of the Board will be offset by the amount previously paid to him for serving as the Chairman of the Audit Committee for the current year as described below.

The remaining Board compensation for non-employee directors will remain as follows:

Each director who is not an employee of the Company receives an annual retainer of \$15,000, of which \$6,000 is used to purchase Company common stock through the Company's Employee Stock Purchase Plan. Pursuant to the bonus provisions of the Employee Stock Purchase Plan, the Company credits each year an additional \$4,500 to each non-employee director's account to fund the purchase of additional shares of Company common stock. The Company also pays an annual retainer of \$2,500 to the chairs of the Audit Committee and the Compensation Committee. Additionally, the non-employee directors receive a meeting fee of \$1,000 for each Board and committee meeting attended.

Also on September 21, 2005, Mr. McKeon resigned from the Audit Committee and the Board elected Daryl I. Skaar, a current member of the Audit Committee, to succeed Mr. McKeon as the Chairman of the Audit Committee.

On September 21, 2005, Mr. McKeon also agreed to provide consulting services to the Company on certain strategic projects identified by the Chief Executive Officer of the Company for which Mr. McKeon will be paid \$5,000 per month. Either the Company or Mr. McKeon can terminate this arrangement at any time.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits

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.

Date: September 26, 2005

HAWKINS, INC.

By /s/ John R. Hawkins
John R. Hawkins
Chief Executive Officer

FOR IMMEDIATE RELEASE

Contacts:

Marvin E. Dee
 Chief Financial Officer
 612/617-8571
 marvin.dee@hawkinsinc.com

Jennifer A. Weichert
 Weichert Financial Relations, Inc.
 651/686-9751
 JWeichert@comcast.net

**JOHN S. MCKEON NAMED
 CHAIRMAN OF THE BOARD
 OF HAWKINS, INC.**

Minneapolis, MN, September 26, 2005 – Hawkins, Inc. (Nasdaq: HWKN) today announced that John S. “Jack” McKeon, a Hawkins Board member since 1984, has been named Chairman of the Board of Directors effective September 21, 2005. John R. Hawkins will remain Chief Executive Officer of Hawkins, Inc.

John R. Hawkins, Chief Executive Officer, commented, “We recognize the fundamental importance of good corporate governance and determined it would be prudent as a public company to separate the roles of Board Chairman and CEO. This change is timely and in the best interests of the Company, its shareholders, employees, customers and suppliers. It signifies Hawkins’ understanding of how to maximize value creation for our shareholders through greater transparency and more independence amongst the Board and management roles.”

Mr. McKeon was the President and Chief Operating Officer of ConAgra Foods, Inc. Venture Development Group through June 2005 and President and Chief Operating Officer of ConAgra Foods Snack Group (formerly Golden Valley Microwave Foods, Inc.) through November 2003. Previously he headed McKeon Associates, a corporate finance-consulting firm and served as a Vice President of Northstar Industries until 1990.

“We are exceptionally pleased that Jack McKeon, a seasoned manager and well respected business leader, agreed to expand his service to the Company as Chairman of the Board,” Hawkins said. “When he first joined our Board in 1984, this company had sales of approximately \$30.0 million; for the 2005 fiscal year ended April 3, 2005 Hawkins’ sales hit \$115.3 million. Jack has helped guide the Company’s growth and success as well as transitions amongst the management team. He has proven to be an integral member of our Board who I admire and respect.”

“I believe this move is in the best interests of our shareholders,” Hawkins said. “Jack understands the importance and relevance of corporate governance in today’s regulatory

environment and in his new role now has the opportunity to maximize his expertise to the benefit of Hawkins.”

Hawkins, Inc. is a highly focused regional company, which provides a full range of bulk industrial products complemented with the technical competence and ingenuity to formulate and blend specialty chemicals. The Company sells and services related products and equipment to safely dispense chemicals in highly controlled environments.

The industries in which Hawkins’ customers participate include chemical processing, electronics, energy, environmental services, food processing, metal finishing, pharmaceutical, medical devices, pulp and paper, and water treatment.

The Company strives to operate in concert with the environment. Its products and services are geared to improve the environment and insure the safe handling of chemicals.

Hawkins is headquartered in Minneapolis, Minnesota. The Company operates fifteen facilities in Iowa, Illinois, Minnesota, Montana, Nebraska, South and North Dakota and Wisconsin and services customers in Upper Michigan, Kansas and Wyoming as well.

The discussion above contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements by their nature involve substantial risks and uncertainties as described by Hawkins’ periodic filings. Actual results may differ materially depending on a variety of factors, including, but not limited to the following: the achievement of Hawkins’ projected operating results, the achievement of efficient volume production and related sales revenue, and the ability of Hawkins to identify and successfully pursue other business opportunities. Additional information with respect to the risks and uncertainties faced by Hawkins may be found in, and the prior discussion is qualified in its entirety by, the Risk Factors contained in the Company’s filings with the Securities and Exchange Commission including Hawkins’ Report on Form 10-K for the period ended April 3, 2005, Forms 10-Q, and other SEC filings.

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