

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

- Name and Address of Reporting Person(s)  
Skinner C Mickey  
Corporate Headquarters  
100 Crystal A Drive  
Hershey, PA 17033
- Issuer Name and Ticker or Trading Symbol  
Hershey Foods Corporation (HSY)
- IRS or Social Security Number of Reporting Person (Voluntary)  
###-##-####
- Statement for Month/Year  
December 1997
- If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable) [ ] Director [ ] 10% Owner [X] Officer (give title below) [ ] Other (specify below) Vice Chairman, Hershey Pasta and Grocery Group
- Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person [ ] Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month Price	6) Nature of Indirect or Beneficial Ownership
Common Stock	12/12/97	M	10,200.0000	A \$33.0625	D
Common Stock	12/12/97	S	10,200.0000	D \$62.8125	D
Common Stock	12/12/97	M	2,900.0000	A \$33.0625	D
Common Stock	12/12/97	S	2,900.0000	D \$62.6250	D
Common Stock	12/12/97	M	1,000.0000	A \$33.0625	D
Common Stock	12/12/97	S	1,000.0000	D \$62.7500	D
				22,917.0000	

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
Non-Qualified Stock Option (right to buy)	\$33.0625	12/12/97	M	10,200.0000	01/03/96 01/02/06
Non-Qualified Stock Option (right to buy)	\$33.0625	12/12/97	M	2,900.0000	01/03/96 01/02/06
Non-Qualified Stock Option (right to buy)	\$33.0625	12/12/97	M	1,000.0000	01/03/96 01/02/06

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Nature of Indirect or Beneficial Ownership
Non-Qualified Stock Option (right to buy)	12/12/97	Common Stock	10,200.0000		D
Non-Qualified Stock Option (right to buy)	12/12/97	Common Stock	2,900.0000		D
Non-Qualified Stock Option (right to buy)	12/12/97	Common Stock	1,000.0000	0.0000	D

Explanation of Responses:

SIGNATURE OF REPORTING PERSON  
/S/ Skinner C Mickey  
DATE 01/09/98