

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): February 25, 1999  
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HERSHEY FOODS CORPORATION  
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(Exact name of registrant as specified in its charter)

Delaware

1-183

23-0691590  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania

17033  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 534-6799  
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INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events  
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On February 25, 1999, the Corporation announced that it has purchased \$100 million of its Common Stock from the Hershey Trust Company, as Trustee of the Milton Hershey School Trust. The Corporation bought 1,579,779 shares at \$63.30 per share, the then current market price of the Common Stock. The \$100 million repurchase is part of the Corporation's ongoing \$230 million Common Stock repurchase program announced in early February, 1999. A copy of the press release dated February 25, 1999 announcing the stock repurchase is incorporated herein by reference and a copy is filed herewith as Exhibit 99.

SIGNATURE

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 thereunto duly authorized.

Dated: March 2, 1999

HERSHEY FOODS CORPORATION

By /s/ William F. Christ

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William F. Christ  
Senior Vice President, Treasurer and  
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99	Press Release dated February 25, 1999

[LOGO OF HERSHEY FOODS APPEARS HERE] Hershey Foods NEWS Corporate Communications  
- - Hershey Foods Corporation - 100 Crystal A Drive -  
Hershey, PA 17033  
E-mail: pr@hersheys.com - http://www.hersheys.com

FOR IMMEDIATE RELEASE

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February 25, 1999

CONTACT:

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John C. Long  
717-534-7631

FINANCIAL CONTACT:

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James A. Edris  
717-534-7556

HERSHEY FOODS PURCHASES COMMON STOCK

HERSHEY, Pa. -- Hershey Foods Corporation announced that it has purchased \$100 million of its Common Stock from Hershey Trust Company, as Trustee of the Milton Hershey School Trust. The corporation bought 1,579,779 shares at \$63.30 per share, the current market price of the Common Stock. The \$100 million repurchase is part of the corporation's ongoing \$230 million Common Stock repurchase program announced in early February 1999.

Hershey Trust Company, as Trustee of the Milton Hershey School Trust, has advised the corporation that it intends to retain voting control of the corporation, which the School Trust has held since 1918, and that it has sold the shares to diversify the School Trust's investment holdings.

Hershey Trust Company, as Trustee for the School Trust, will continue to have approximately 76 percent of the voting power of the outstanding shares of both classes of the corporation's common stock following the transaction. It continues to hold 99.5 percent of all Class B Common Stock shares outstanding, which carry 10 votes per share.

Milton Hershey School, located in Hershey, Pa., is a private, non-profit boarding school for needy children. The School currently cares for over 1,000 boys and girls in grades kindergarten through twelve. The full cost of education and care for the students at the School is paid from income of the Trust created by Milton S. and Catharine S. Hershey in 1909.

"This transaction represents an excellent opportunity to invest some of the net proceeds from the recently completed sale of our pasta business," said Kenneth L. Wolfe, Chairman and Chief Executive Officer. "We will be continuing to repurchase additional shares under the remaining \$130 million authorization in the open market or other privately-negotiated transactions."

Hershey Foods Corporation, the leading confectionery company in the United States, is engaged in the manufacture, distribution and sale of chocolate and non-chocolate confectionery and chocolate-related grocery products in North America and in selected international markets.

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