

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person(s)  
Brace Raymond  
100 Crystal A Drive

Hershey, Pennsylvania 17033

2. Issuer Name and Ticker or Trading Symbol  
Hershey Foods Corporation (HSY)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year  
01/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [ ] Director [ ] 10% Owner [X] Officer (give title below) [ ] Other (specify below) Sr. V.P., Operations

7. 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) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) A or D Price	5) Amount of Securities Beneficially Owned at End of Month	6) 7) Nature of Indirect D or I Beneficial Ownership
Common Stock	12/31/99	A V	216.2268	A (1)	2,130.0000 D Direct
Common Stock	12/31/99	A V	0.4805	A (2)	6,894.1168 I 401(k) Plan
Common Stock	12/31/99	A V	0.4805	A (2)	26.3273 I by Daughter
Common Stock	12/31/99	A V	0.4805	A (2)	26.3273 I by Son 1
Common Stock	12/31/99	A V	4.3776	A (2)	239.9086 I by Son 2

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) Trans- action Date	4) Trans- action Code Code V A D	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date Exercisable Expiration
Non-Qualified Stock Option (right to buy) (3)	\$0.00000	01/13/00	A	11,450.0000	01/12/10

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) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) 11) Nature of Indirect D or I Beneficial Ownership
Non-Qualified Stock Option (right to buy) (3)	01/13/00	Common Stock	11,450.0000	\$45.00000	11,450.0000 D Direct

Explanation of Responses:

(1)  
These shares were acquired from January 1, 1999 through December 31, 1999 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals throughout the year and the closing price on December 31, 1999 was \$47.4375. The exact price of each share at date of acquisition is not readily determinable.

(2)  
These shares were acquired from January 1, 1999 through December 31, 1999 pursuant to a Hershey Foods Dividend Reinvestment Plan. These shares were purchased at various intervals throughout the year and the closing price on December 31, 1999 was \$47.4375. The exact price of each share at date of acquisition is not readily determinable.

(3)  
These options were granted under the Hershey Foods Corporation 1987 Key Employee Incentive Plan, and they have a stock withholding feature which permits the withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

SIGNATURE OF REPORTING PERSON  
/S/ Brace, Raymond  
DATE 02/08/00