

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
Sarni Vincent A.
c/o PPG Industries, Inc.
One PPG Place
Pittsburgh, PA 15272
2. Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)
3. IRS or Social Security Number of Reporting Person (Voluntary)
###-##-####
4. Statement for Month/Year December 31, 1998
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X]
Director [] 10% Owner [] Officer (give title below) [] Other (specify below)
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) 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 Year	6) Nature of Indirect or Beneficial Ownership
Common Stock	12/16/98	J	210.0000 (1) A \$62.9375	4,288.0000	D

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
Common Stock Equivalents(2)		12/15/98 (3)	J	32.4730	

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 Year	10) Nature of Indirect or Beneficial Ownership
Common Stock Equivalents	12/15/98 (3)	Common Stock		32.4730 (4)	2,412.5970 D

Explanation of Responses:

- (1) Shares acquired as payment for director fees under the Hershey Foods Director's Compensation Plan.
- (2) These units were acquired as dividends reinvested on units previously deferred under the Director's Compensation Plan. These reinvested dividends are being voluntarily reported.
- (3) Reinvested dividends were acquired on 3/13/98, 6/15/98, 9/15/98 and 12/15/98.
- (4) Units were acquired at various times throughout the year as noted in Footnote 3. These prices range from \$63.0625 to \$70.9375.

SIGNATURE OF REPORTING PERSON
/S/ Sarni, Vincent A.
DATE 02/12/1999