

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): August 13, 1997

HERSHEY FOODS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-183

23-0691590

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

100 Crystal A Drive, Hershey, Pennsylvania

17033

(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

On August 13, 1997, Hershey Foods Corporation (the "Corporation") filed a Form S-3 Registration Statement with the Securities and Exchange Commission ("SEC") registering \$500,000,000 of debt securities. The Corporation also has available for issuance \$150,000,000 of debt securities registered under a prior registration statement filed with the SEC in 1993.

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: August 13, 1997

HERSHEY FOODS CORPORATION

By /s/ William F. Christ

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

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