

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
02/99
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) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect or Ownership D or I	7) Nature of Indirect or Ownership D or I
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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	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Deferred Performance Share Unit	\$0.00000	02/10/99	J (1)	3,352.0000	
Deferred Performance Share Unit (2)	\$0.00000	02/10/99	J	2,710.0000	

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) Nature of Indirect or Ownership D or I	11) Nature of Indirect or Ownership D or I
Deferred Performance Share Unit	02/10/99	Common Stock	3,352.0000		D	Direct
Deferred Performance Share Unit (2)	02/10/99	Common Stock	2,710.0000 \$58.51790	13,142.0000	D	Direct

Explanation of Responses:

(1)
Settlement of Performance Share Units granted on January 2, 1996, pursuant to Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award of 3,352 Deferred Performance Share Units after certain mandatory tax withholdings.

(2)
Settlement on 4,044 Deferred Performance Share Units ('DPSUs') deferred on 1/91 pursuant to the Hershey Foods Corporation (HFC) Employee Incentive Plan under old Rule 16b-3. DPSUs have a stock withholding feature which permits the withholding of stock at settlement to satisfy income tax withholding obligations. Settlement included conversions of DPSUs into cash (2,783 shares) and withholding of 1261 DPSUs to satisfy tax withholding obligations.

SIGNATURE OF REPORTING PERSON
/S/ Brace, Raymond
DATE 03/09/99