

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Hershey Foods Corporation
(Name of Issuer)

Class B Common Stock, one dollar (\$1.00) par value
(Title of Class of Securities)

427866 30 6
(CUSIP Number)

Check the following box if a fee is being paid with this statement / / .
(A fee is not required only if the filing person:(1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 427866 30 6 13G Page 2 of 5 Pages

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Milton Hershey School and School Trust (Hershey Trust Company,
Trustee in Trust for Milton Hershey School)
FIN 23-1353340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Pennsylvania

5 SOLE VOTING POWER
None

NUMBER OF
SHARES
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY
EACH
PERSON

7 SOLE DISPOSITIVE POWER
None

WITH

8 SHARED DISPOSITIVE POWER
30,306,006

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

30,306,006

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

99.4%

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1(a) Name of Issuer:

Hershey Foods Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

P.O. Box 810, Hershey, Pennsylvania 17033

Item 2(a) Name of Person Filing:

Hershey Trust Company, Trustee in Trust for Milton
Hershey School

Item 2(b) Address of Principal Business Office, or, if none,
Residence:

100 Mansion Road East, P.O. Box 445, Hershey,
Pennsylvania 17033

Item 2(c) Citizenship:

Pennsylvania Charitable Trust

Item 2(d) Title of Class Securities:

Class B Common Stock, one dollar (\$1.00) par value

Item 2(e) CUSIP Number:

427866 30 6

Item 3.

Not applicable. The original statement was filed
pursuant to Rule 13d-1(c).

Item 4. Ownership:

The following information is provided as of December
31, 1996:

(a) Amount Beneficially Owned: 30,306,006
shares

(b) Percent of Class: 99.4% (30,478,908
outstanding)

(c) Number of shares as to which such person
has:

(i) sole power to vote or to direct the
vote: none

(ii) shared power to vote or to direct the
vote: none

(iii) sole power to dispose or to direct the
disposition of :
none

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(iv) shared power to dispose or to direct
the disposition of :
30,306,006

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 1997

HERSHEY TRUST COMPANY,
TRUSTEE IN TRUST FOR
MILTON HERSHEY SCHOOL

By _____
Robert C. Vowler,
President
Hershey Trust Company,
Trustee