

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)  
Viviano Joseph P  
Corporate Headquarters  
100 Crystal A Drive  
Hershey, PA 17033
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  
February 1998
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X] Director [ ] 10% Owner [X] Officer (give title below) [ ] Other (specify below) President and Chief Operating Officer
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 A D Price	6) Nature of Indirect Beneficial Ownership D I	7) Nature of Indirect Beneficial Ownership D I
Common Stock	02/17/98	J V (1)	2,000.0000	\$64.5625	62,816.0000	D
Common Stock				184.8260	I	401(k) Plan
Common Stock				23,430.0000	I	by Spouse
Common Stock				8,972.7036	I	by Trusts (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	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Non-Qualified Stock Option (right to buy)(3)	\$63.6875	02/03/98	A V	8,000.0000	02/03/08

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 Beneficial Ownership D I
Non-Qualified Stock Option (right to buy)(3)	02/03/98	Common Stock	8,000.0000	8,000.0000	D

Explanation of Responses:

- (1) Settlement of Performance Share Units (PSUs) granted on January 3, 1995 pursuant to Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the award of 2,000 shares of Common Stock and the deferral of other PSU amounts into a non-stock deferral account after certain mandatory tax withholdings.
- (2) These shares are held in trusts for the benefit of the reporting person's adult children and two grandchildren. The reporting person's wife is trustee for each of the said trusts. The filing of this form does not constitute an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by the statement.
- (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.  
- Beneficial holdings reflected on this report do not include changes in the reporting person's holdings of securities resulting from participation in the issuer's qualified employee stock plan since the last filing of a report disclosing transactions related to such participation.

/S/ Viviano  
DATE 03/09/98

Joseph P