

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 3 INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person
 Kwiat Kenneth
 Corporate Headquarters
 100 Crystal A Drive
 Hershey, PA 17033
2. Date of Event Requiring Statement (Month/Day/Year)
 01/01/98
3. IRS or Social Security Number of Reporting Person (Voluntary)
 ###-##-####
4. Issuer Name and Ticker or Trading Symbol
 Hershey Foods Corporation (HSY)
5. Relationship of Reporting Person to Issuer (Check all applicable) []
 Director [] 10% Owner [X] Officer (give title below) [] Other (specify
 below) Vice President, Manufacturing
6. If Amendment, Date of Original (Month/Day/Year)
 01/08/98
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 Beneficially Owned

1) Title of Security	2) Amount of Securities Beneficially Owned	3) D or I	4) Nature of Indirect or Beneficial Ownership
Common Stock	210.0000	I	by Trust (1)
Common Stock	4,458.0000	D	
Common Stock	5,568.1736	I	401(k) Plan

Table II Derivative Securities Beneficially Owned

1) Title of Derivative Security	2) Date Exercisable and Expiration Date (Month/Day/Year)		3) Title and Amount of Securities Underlying Derivative Security	4) Conversion or exercise price of Derivative Security	5) Ownership Form of Derivative Security Direct(D) or Indirect(I)	6) Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (right to buy) (2)		01/08/00	Common Stock	2,000.0000 \$17.6875	D	
Non-Qualified Stock Option (right to buy) (2)		01/07/01	Common Stock	3,000.0000 \$18.1250	D	
Non-Qualified Stock Option (right to buy) (2)		01/05/02	Common Stock	6,700.0000 \$22.3750	D	
Non-Qualified Stock Option (right to buy) (2)		01/03/03	Common Stock	5,900.0000 \$23.5000	D	
Non-Qualified Stock Option (right to buy) (2)		01/03/04	Common Stock	6,500.0000 \$24.5000	D	
Non-Qualified Stock Option (right to buy) (2)		01/03/05	Common Stock	7,000.0000 \$24.1875	D	
Non-Qualified Stock Option (right to buy) (2)		01/02/06	Common Stock	8,200.0000 \$33.0625	D	
Non-Qualified Stock Option (right to buy)		01/07/07	Common Stock	6,150.0000 \$44.5000	D	
Deferred Performance Share Unit			Common Stock	11,739.0000 \$0.0000	D	

Explanation of Responses:

(1)
 These shares are held in a trust for the benefit of the reporting person's adult child. The reporting person's wife is trustee for said trust. 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.

(2)
 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.

SIGNATURE OF REPORTING PERSON
 /S/ Kwiat Kenneth
 DATE 02/09/98