

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

Hershey Foods Corporation
(Name of Issuer)

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

427866 10 8
(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 10 8 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
OWNED BY
EACH
REPORTING
WITH

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
23,757,440 Common Stock plus 30,306,006
shares of Class B Common Stock (\$1.00 par
value) convertible share for share into
Common Stock for a total of 54,063,446

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
23,757,440 Common Stock plus 30,306,006 shares Class B
Common Stock (\$1.00 par value) convertible share for share
into Common Stock for a total of 54,063,446

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
16.1% (23,757,440 of 147,486,454 outstanding)
30.4% (54,063,446 of 177,965,362 outstanding pursuant to Rule
13d-3(d)(1))

12 TYPE OF REPORTING PERSON*
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*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:
Common Stock, one dollar (\$1.00) par value

Item 2(e) CUSIP Number:
427866 10 8

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: 23,757,440 plus 30,306,006 shares of Class B common Stock (\$1.00 par value) convertible share for share into Common Stock for a total of 54,063,446
- (b) Percent of Class: 16.1% (23,757,440 of 147,486,454 outstanding); 30.4% (54,063,446 of 177,965,362 outstanding pursuant to Rule 13d-3(d)(1))
- (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

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- (iii) sole power to dispose or to direct the disposition of :
none
- (iv) shared power to dispose or to direct the disposition of :
23,757,440 plus 30,306,006 shares of Class B Common Stock (\$1.00 par value) convertible share for share into Common Stock for a total of 54,063,446

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 /s/ Robert C. Vowler
Robert C. Vowler, President
Hershey Trust Company,
Trustee