

FORM 5  
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)  
Carr Jay F.  
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  
12/98
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  10% Owner  Officer (give title below)  Other (specify below) President, Hershey Pasta and Grocery Group
7. Individual or Joint/Group Filing (Check Applicable Line)  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	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Year	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock	12/31/98	A	94.3545	A (1)	I	401(k) Plan
Common Stock	12/31/98	A	3.4104	A (2)	I	by Son

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	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
			Code	A D	Exercisable Expiration

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	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Year	10) D or I	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares			

Explanation of Responses:

(1)  
These shares were acquired from January 1, 1998 through December 31, 1998 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals throughout the year and the closing price on December 31, 1998 was \$62.1875. The exact price of each share at date of acquisition is not readily determinable.

(2)  
These shares were acquired from January 1, 1998 through December 31, 1998 pursuant to a Hershey Foods Dividend Reinvestment Plan. These shares were purchased at various intervals throughout the year and the closing price on December 31, 1998 was \$62.1875. The exact price of each share at date of acquisition is not readily determinable.

SIGNATURE OF REPORTING PERSON  
/S/ Carr, Jay F.  
DATE 02/12/1999