

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)  
Wolfe Kenneth L  
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  
02/00
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)  
Chairman and CEO
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 Code V	4. Securities Acquired(A) or Disposed of (D) Amount Price	5) Amount of Securities Beneficially Owned at End of Month	6) 7) Nature of Indirect Beneficial Ownership D or I
----------------------	---	---------------------------------------	--	--	--

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 A	5) Number of Derivative Securities Acquired (A) or Disposed of (D) D	6) Date Exercisable and Expiration Date Exercisable Expiration
Non-Qualified Stock Option (right to buy) (1)	\$41.00000	02/07/00	A	60,000.0000	01/01/02
Non-Qualified Stock Option (right to buy) (2)	\$41.00000	02/07/00	A	40,000.0000	01/01/02

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) 11) Nature of Indirect Beneficial Ownership D or I
Non-Qualified Stock Option (right to buy) (1)	02/07/00	Common Stock	60,000.0000		D Direct
Non-Qualified Stock Option (right to buy) (2)	02/07/00	Common Stock	40,000.0000	100,000.0000	D Direct

Explanation of Responses:

(1)  
This option grant constitutes a special one-time incentive which will vest, if at all, on the day following the third consecutive day in which the closing price of the Corporation's Common Stock on the New York Stock Exchange is \$60 or greater and will expire on January 1, 2002.

(2)  
This option grant constitutes a special one-time incentive which will vest, if at all, on the day following the third consecutive day in which the closing price of the Corporation's Common Stock on the New York Stock Exchange is \$70 or greater and will expire on January 1, 2002.

SIGNATURE OF REPORTING PERSON  
/S/ Wolfe, Kenneth L  
DATE 03/10/00