

March 7, 1997

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Dear Sirs:

Pursuant to the requirements of the Securities Exchange Act of 1934,
Hershey Foods Corporation is filing the enclosed Form 8-K.

Should you have any questions, please give me a call at (717)534-7911.

Sincerely

HERSHEY FOODS CORPORATION

/s/ Mark E. Kimmel
Senior Counsel

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): MARCH 6, 1997

HERSHEY FOODS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

I-183

23-0691590

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania

17033

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 534-6799

INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

The Corporation entered into an Underwriting Agreement dated September 27, 1995 with Goldman, Sachs & Co., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner and Smith Incorporated with respect to the issuance by the Corporation of certain debt securities. The Corporation has entered into a Pricing Agreement dated March 6, 1997 concerning the issuance and sale of \$150 million aggregate principal amount of 6.95% Notes due March 1, 2007 ("Notes"). Information concerning the Notes and related matters is set forth in the Corporation's Prospectus dated March 6, 1997, and in a Prospectus Supplement dated March 6, 1997, which was filed with the Securities and Exchange Commission on March 7, 1997.

Item 7. Financial Statements and Exhibits

Exhibits filed herewith:

- 1--Underwriting Agreement, dated September 27, 1995, by and among the Corporation, Goldman, Sachs & Co., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.*
- 28--Pricing Agreement, dated March 6, 1997, by and among the Corporation, Goldman, Sachs & Co., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.

* Previously filed as an exhibit to the Corporation's Form 8-K on October 2, 1995.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 7, 1997

HERSHEY FOODS CORPORATION

By /s/ Mark E. Kimmel

Mark E. Kimmel
Assistant Secretary

Exhibit Index

Exhibit No. -----	Description -----	Page No. -----
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PRICING AGREEMENT

Goldman, Sachs & Co.,
Merrill Lynch & Co.

Merrill Lynch, Pierce, Fenner & Smith Incorporated,
As Representatives of the several
Underwriters named in Schedule I hereto,
c/o Goldman, Sachs & Co.,
85 Broad Street,
New York, New York 10004

March 6, 1997

Dear Sirs:

Hershey Foods Corporation, a Delaware corporation (the "Company"), proposes, subject to the terms and conditions stated herein and in the Underwriting Agreement, dated September 27, 1995 (the "Underwriting Agreement"), between the Company on the one hand and Goldman, Sachs & Co. and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated on the other hand, to issue and sell to the Underwriters named in Schedule I hereto (the "Underwriters") the Securities specified in Schedule II hereto (the "Designated Securities"). Each of the provisions of the Underwriting Agreement is incorporated herein by reference in its entirety, and shall be deemed to be a part of this Agreement to the same extent as if such provisions had been set forth in full herein; and each of the representations and warranties set forth therein shall be deemed to have been made at and as of the date of this Pricing Agreement. Each reference to the Representatives herein and in the provisions of the Underwriting Agreement so incorporated by reference shall be deemed to refer to you. Unless otherwise defined herein, terms defined in the Underwriting Agreement are used herein as therein defined. The Representatives designated to act on behalf of the Representatives and on behalf of each of the Underwriters of the Designated Securities pursuant to Section 12 of the Underwriting Agreement and the address of the Representatives referred to in such Section 12 are set forth at the end of Schedule II hereto.

An amendment to the Registration Statement, or a supplement to the Prospectus, as the case may be, relating to the Designated Securities, in the form heretofore delivered to you is now proposed to be filed with the Commission.

Subject to the terms and conditions set forth herein and in the Underwriting Agreement incorporated herein by reference, the Company agrees to issue and sell to each of the Underwriters, and each of the Underwriters agrees, severally and not jointly, to purchase from the Company, at the time and place and at the purchase price to the Underwriters set forth in Schedule II hereto, the principal amount of Designated Securities set forth opposite the name of such Underwriter in Schedule I hereto.

If the foregoing is in accordance with your understanding, please sign and return to us five counterparts hereof, and upon acceptance hereof by you, on behalf of each of the Underwriters, this letter and such acceptance hereof, including the provisions of the Underwriting Agreement incorporated herein by reference, shall constitute a binding agreement between each of the Underwriters and the Company. It is understood that your acceptance of this letter on behalf of each of the Underwriters is or will be pursuant to the authority set forth in a form of Agreement among Underwriters, the form of which shall be submitted to the Company for examination upon request, but without warranty on the part of the Representatives as to the authority of the signers thereof.

Very truly yours,

Hershey Foods Corporation

/s/ W. F. Christ

By:.....

Name: W. F. Christ

Title: Senior Vice President and
Chief Financial Officer

Accepted as of the date hereof:

Goldman, Sachs & Co.
Merrill Lynch & Co.,
Merrill Lynch, Pierce, Fenner & Smith Incorporated

/s/ Goldman, Sachs & Co.

By:.....

(Goldman, Sachs & Co.)

SCHEDULE I

UNDERWRITER -----	PRINCIPAL AMOUNT OF DESIGNATED SECURITIES TO BE PURCHASED -----
Goldman, Sachs & Co.	\$ 75,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated.....	75,000,000

Total.....	\$150,000,000 =====

SCHEDULE II

TITLE OF DESIGNATED SECURITIES:

6.95% Notes due March 1, 2007

AGGREGATE PRINCIPAL AMOUNT

\$150,000,000

PRICE TO PUBLIC:

99.698% of the principal amount of the Designated Securities, plus accrued interest from March 1, 1997

PURCHASE PRICE BY UNDERWRITERS:

99.048% of the principal amount of the Designated Securities, plus accrued interest from March 1, 1997

SPECIFIED FUNDS FOR PAYMENT OF PURCHASE PRICE:

Federal (same day) funds

INDENTURE:

Indenture dated as of February 1, 1991, between the Company and Citibank, N.A., as Trustee

MATURITY:

March 1, 2007

INTEREST RATE:

6.95%

INTEREST PAYMENT DATES:

March 1 and September 1, beginning September 1, 1997

REDEMPTION PROVISIONS:

No provisions for redemption

SINKING FUND PROVISIONS:

No sinking fund provisions

TIME OF DELIVERY:

March 11, 1997, 9:30 a.m. New York City Time

CLOSING LOCATION:

The offices of Milbank, Tweed, Hadley & McCloy, One Chase Manhattan Plaza, New York, New York 10005

NAMES AND ADDRESSES OF REPRESENTATIVES:

DESIGNATED REPRESENTATIVES: Goldman, Sachs & Co.
Merrill Lynch, Pierce, Fenner & Smith Incorporated

ADDRESS FOR NOTICES, ETC.: c/o Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004