

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)
Guiton Hill Bonnie
650 Harbor Street, #5
Marina del Rey, CA 90291
2. Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)
3. IRS or Social Security Number of Reporting Person (Voluntary)
###-##-####
4. Statement for Month/Year December 31, 1998
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)
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 or Disposed of (D) Amount	5) Amount of Securities Acquired(A) or Disposed of (D) Price	6) Amount of Securities Beneficially Owned at End of Year	7) Nature of Indirect Beneficial Ownership D or I
Common Stock Common Stock	12/31/98	J	11.3964	A \$0.0000 (1)	1,043.6567 150.0000	D I by Trust

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) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Common Stock Equivalents(2)		12/15/98 (3)	J	228.1590	

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 Year	10) Nature of Indirect Beneficial Ownership D or I
Common Stock Equivalents(2)	12/15/98 (3)	Common Stock	228.1590 (4)	1,559.7210	D

Explanation of Responses:

- (1) These shares were acquired from January 1, 1998 through December 31, 1998 pursuant to a Hershey Foods Dividend Reinvestment plan. Shares were purchased quarterly at prices ranging from \$63.0625 to \$70.9375.
- (2) These units were acquired as dividends reinvested on units previously deferred under the Director's Compensation Plan and new deferrals of 1998 director's fees under the Plan; 18.913 units were reinvested dividends and 209.246 units were deferral of 1998 director's fees.
- (3) Reinvested dividends were acquired on 3/13/98, 6/15/98, 9/15/98 and 12/15/98; 1998 deferred director's fees were credited on 5/1/98 and 12/15/98.
- (4) Units were acquired at various times throughout the year as noted in Footnote 3. These prices range from \$63.0625 to \$70.9375.

SIGNATURE OF REPORTING PERSON
/S/ Guiton Hill Bonnie
DATE 02/12/1999