

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)
Brace Raymond
Corporate Headquarters
100 Crystal A Drive
Hershey, PA 17033
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
February 1998
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [] Director [] 10% Owner [X] Officer (give title below) [] Other (specify below) VP, Operations Hershey Foods Corporation
7. Individual or Joint/Group Filing (Check Applicable Line) [X] 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) A or D Price	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
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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	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Deferred Performance Share Unit		02/17/98	J (1) V	4,402.0000	
Non-Qualified Stock Option (right to buy) (2)	\$63.6875	02/03/98	A V	3,000.0000	02/03/08

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) D or I	11) Nature of Indirect Beneficial Ownership
Deferred Performance Share Unit	02/17/98	Common Stock	4,402.0000	12,500.0000	D	
Non-Qualified Stock Option (right to buy) (2)	02/03/98	Common Stock	3,000.0000	3,000.0000	D	

Explanation of Responses:

- (1)
Settlement of Performance Share Units granted on January 3, 1995 pursuant to Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award of 4402 Deferred Performance Share Units after certain mandatory tax withholdings.
- (2)
These options were granted under the Hershey Foods Corporation 1987 Key Employee Incentive Plan, and they have a stock withholding feature which permits the withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

SIGNATURE OF REPORTING PERSON
/S/ Brace Raymond
DATE 03/09/98