

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 3 INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person

Arline, Marcella K
 100 Crystal A Drive

Hershey, Pennsylvania 17033

2. Date of Event Requiring Statement (Month/Day/Year)

6/12/01

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Hershey Foods Corporation (HSY)

5. Relationship of Reporting Person to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President,
 Human Resources

6. If Amendment, Date of Original (Month/Day/Year)

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 Beneficially Owned

1) Title of Security	2) Amount of Securities Beneficially Owned	3) D or I	4) Nature of Indirect or Beneficial Ownership
Common Stock	2,610.5485 (1)	I	401(k) Plan

Table II Derivative Securities Beneficially Owned

1) Title of Derivative Security	2) Date Exercisable and Expiration Date (Month/Day/Year)	3) Title and Amount of Securities Underlying Derivative Security	4) Conversion or exercise price of Derivative Security	5) Ownership Form of Derivative Security or Indirect(I)	6) Nature of Indirect Beneficial Ownership	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	
Non-Qualified Stock Option (right to buy) (2)	01/03/98	01/02/06	Common Stock	12,800.0000	\$33.06250	D Direct
Non-Qualified Stock Option (right to buy) (2)	(3)	01/13/10	Common Stock	3,750.0000	\$45.00000	D Direct
Non-Qualified Stock Option (right to buy) (2)	(4)	01/09/11	Common Stock	3,900.0000	\$58.50000	D Direct
Non-Qualified Stock Option (right to buy) (2)	01/19/00	01/19/08	Common Stock	7,500.0000	\$61.50000	D Direct

Explanation of Responses:

(1) These shares were acquired pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals and the closing price on June 15, 2001 was \$60.05.

(2) These options were granted under the Corporation's 1987 Key Employee Incentive Plan, and they have a stock withholding feature which permits withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

(3) Options were granted on January 13, 2000 and vest according to the following schedule: 25% vest on the first anniversary of the grant date, an additional 25% vest on the second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

(4) Options were granted on January 10, 2001 and vest according to the following schedule: 25% vest on the first anniversary of the grant date, an additional 25% vest on the second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

SIGNATURE OF REPORTING PERSON

/S/ Arline, Marcella K

DATE June 21, 2001