

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

03/99

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X]

Director [ ] 10% Owner [X] Officer (give title below) [ ] Other (specify below) Chairman and CEO

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) Transaction Date (Month/Day/Year)	3) Transaction 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 Month	7) Nature of Indirect or Beneficial Ownership
Common Stock	03/05/99	M	32,000.0000	A \$23.50000		D Direct
Common Stock	03/05/99	S	32,000.0000	D \$60.24180		D Direct
Common Stock	03/05/99	M	28,000.0000	A \$24.50000		D Direct
Common Stock	03/05/99	S	28,000.0000	D \$60.24180		D Direct
Common Stock	03/08/99	M	38,300.0000	A \$24.50000		D Direct
Common Stock	03/08/99	S	38,300.0000	D \$59.71410	132,982.0000	D Direct
Common Stock					208.4500	I 401(k) Plan

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) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
Non-Qualified Stock Option (right to buy) (1)	\$23.50000	03/05/99	M	32,000.0000	01/03/03
Non-Qualified Stock Option (right to buy) (1)	\$24.50000	03/05/99	M	28,000.0000	01/03/04
Non-Qualified Stock Option (right to buy) (1)	\$24.50000	03/08/99	M	38,300.0000	01/03/04

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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Nature of Indirect or Beneficial Ownership
Non-Qualified Stock Option (right to buy) (1)	03/05/99	Common Stock	\$60.24180	0.0000	D Direct
Non-Qualified Stock Option (right to buy) (1)	03/05/99	Common Stock	\$60.24180		D Direct
Non-Qualified Stock Option (right to buy) (1)	03/08/99	Common Stock	\$59.71410	0.0000	D Direct

Explanation of Responses:

(1) 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/ Wolfe, Kenneth L  
DATE 3/09/99