

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): August 8, 1997

HERSHEY FOODS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-183

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

On August 8, 1997, Hershey Foods Corporation (the "Corporation") announced that it had purchased 9,900,990 shares of its Common Stock from Hershey Trust Company, as Trustee under the deed of trust with Milton S. Hershey and Catherine S. Hershey for benefit of Milton Hershey School. The Corporation paid \$50.50 per share, or approximately \$500 million for the shares. A copy of the press release dated August 8, 1997 announcing the transaction is incorporated herein by reference and a copy is filed herewith as Exhibit 99.

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: August 12, 1997

HERSHEY FOODS CORPORATION

By /s/ William F. Christ

William F. Christ
Senior Vice President, Chief
Financial Officer and Treasurer

Exhibit Index

Exhibit No.	Description	Page No.
99	Press Release dated August 8, 1997	

August 8, 1997

The following information was released to the news media today.

Hershey Foods Purchases Common Stock

Hershey, Pa. - Hershey Foods Corporation announced that it has purchased today 9,900,990 shares of its Common Stock from Hershey Trust Company, as Trustee of the Milton Hershey School Trust. The corporation paid \$50.50 per share, or approximately \$500 million for the shares.

Hershey Trust Company, as Trustee of the Milton Hershey School Trust, has advised the corporation that it intends to retain voting control of the corporation, which the School Trust has held since 1918, and that it has sold the shares to diversify the School Trust's investment holdings. The Hershey Trust Company as fiduciary for the School Trust has also advised the corporation that it will continue to review the School Trust's holdings and undertake further diversification as it deems appropriate, although it has no present intention of selling additional shares.

Hershey Trust Company, as Trustee for the School Trust, had 76.5 percent of the voting power of both classes of the corporation's common stock prior to the transaction and has 76.0 percent following the transaction. It continues to hold 99.5 percent of all Class B Common Stock shares outstanding, which carry 10 votes per share.

Milton Hershey School, located in Hershey, Pennsylvania, is a private, non-profit boarding school for needy children. The School currently cares for over 1,000 boys and girls in grades kindergarten through twelve. The full cost of education and care for the students at the School is paid from income of the Trust created by Milton S. and Catherine S. Hershey in 1909.

"This transaction represents an excellent opportunity to invest our free cash flow," said Kenneth L. Wolfe, Chairman and Chief Executive Officer. "Even with this repurchase, our financial flexibility to invest in our businesses and in continued future additional open market stock repurchase programs, as well as increased dividends, remains strong."

Hershey Foods Corporation is a leading producer of a broad line of chocolate, confectionery, pasta and chocolate grocery products.

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