

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 4, 1995

HERSHEY FOODS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

I-183
(Commission
File Number)

23-0691590
(I.R.S. Employer
Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania
(Address of principal executive offices)

17033
(Zip Code)

Registrant's telephone number, including area code: (717) 534-6799

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INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

On August 4, 1995, Hershey Foods Corporation (the "Corporation") announced that it had purchased 9,049,773 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 \$55.25 per share, or approximately \$500 million for the shares. A copy of the press release dated August 4, 1995 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 11, 1995

HERSHEY FOODS CORPORATION

By /s/ William F. Christ

William F. Christ
Senior Vice President and
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99	Press Release dated August 4, 1995

FOR IMMEDIATE RELEASE
August 4, 1995

CONTACT:
Natalie D. Bailey
717-534-7631
FINANCIAL CONTACT:
James A. Edris
717-534-7556

Hershey Foods Purchases Common Stock

HERSHEY, Pa. --- Hershey Foods Corporation announced that it has purchased today 9,049,773 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 \$55.25 per share, or approximately \$500 million for the shares.

Hershey Trust Company, as Trustee for Milton Hershey School, has advised Hershey Foods Corporation that it sold the shares to further diversify its investment holdings. It also stated that it intends to retain its voting control of the Corporation, which it has held since 1918, and that it has no present intention of selling any additional shares of the Corporation's stock. The Hershey Trust, as Trustee, which had 77.1 percent of the voting power of both classes of common stock prior to the transaction, has 76.1 percent following the transaction. It continues to hold 99.4 percent of all Class B Common Stock shares outstanding, which carry 10 votes per share.

Milton Hershey School, located in Hershey, Pa., 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 board for the students at the School is paid from income of the Trust created by Mr. and Mrs. Hershey.

"This transaction represents an excellent opportunity to invest our free cash flow," said Kenneth L. Wolfe, Chairman and Chief Executive Officer. "It will be additive to earnings per share, increase our return on equity and have a relatively low impact on our future free cash flows. In addition, our financial flexibility to invest in our businesses and in continued future additional open market stock repurchase programs, as well as increase dividends, remains strong."

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