

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.

- Name and Address of Reporting Person(s)
Pasquale Michael F
Corporate Headquarters
100 Crystal A Drive
Hershey, PA 17033
- Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)
- IRS or Social Security Number of Reporting Person (Voluntary)
###-##-####
- Statement for Month/Year
November 1997
- If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
President, Hershey Chocolate
North America
- 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 (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect or Ownership	7) Nature of Indirect or Ownership
Common Stock	11/24/97	M	8,400.0000 A \$22.3750			D
Common Stock	11/24/97	S	8,400.0000 D \$61.0625			D
Common Stock	11/24/97	M	4,400.0000 A \$22.3750			D
Common Stock	11/24/97	S	4,400.0000 D \$61.1250			D
Common Stock	11/24/97	M	1,700.0000 A \$22.3750			D
Common Stock	11/24/97	S	1,700.0000 D \$61.1875	50,399.0000		D
Common Stock				7,723.1220		I 401(k) Plan
Common Stock				20.0000		I by Daughter

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)	\$22.3750	11/24/97	M	8,400.0000	01/05/02
Non-Qualified Stock Option (right to buy)	\$22.3750	11/24/97	M	4,400.0000	01/05/02
Non-Qualified Stock Option (right to buy)	\$22.3750	11/24/97	M	1,700.0000	01/05/02

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 Ownership	11) Nature of Indirect or Ownership
Non-Qualified Stock Option (right to buy)	11/24/97	Common Stock	8,400.0000			D
Non-Qualified Stock Option (right to buy)	11/24/97	Common Stock	4,400.0000			D
Non-Qualified Stock Option (right to buy)	11/24/97	Common Stock	1,700.0000	0.0000		D

Explanation of Responses:

These shares were acquired from January 1, 1997 through December 1, 1997 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan. These shares were purchased at various intervals and the closing price on December 1, 1997 was \$62.3750. The exact price of each share at the date of acquisition is not readily determinable.

SIGNATURE OF REPORTING PERSON
/S/ Pasquale Michael F
DATE 12/08/97