UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)
- Pasquale Michael F Corporate Headquarters

100 Crystal A Drive Hershey, PA 17033

- Issuer Name and Ticker or Trading Symbol
- Hershey Foods Corporation (HSY)
 3. IRS or Social Security Number of Reporting Person (Voluntary) ###-##-###
- 4. Statement for Month/Year
- November 1997
- 5. If Amendment, Date of Original (Month/Year)
- 6. 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

- 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)Trans- action Date (Month/ Day/Year)	3.Trans- action Code Code V	4. Securities or Disposed of Amount	of (A or	` ,	5)Amount of Securities Beneficially Owned at End of Month	6) D or I	7)Nature of Indirect Beneficial Ownership
Common Stock	11/24/97 11/24/97 11/24/97 11/24/97 11/24/97 11/24/97	M S M S M S	8,400.0000 8,400.0000 4,400.0000 4,400.0000 1,700.0000 1,700.0000	D A D A	\$22.3750 \$61.0625 \$22.3750 \$61.1250 \$22.3750 \$61.1875	50,399.0000 7,723.1220 20.0000	D D D D D D	401(k) Plan by Daughter

Table II (PART 1) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

2)Conversion or Exercise Price of Derivative	3)Trans- action Date	4)Trans- action Code	5)Number of Derivative Securities Acquired (A) or Disposed of (D)		6)Date Exercisable and Expiration Date		
Security		Code V	Α	D	Exercisable	Expiration	
\$22.3750	11/24/97	М		8,400.0000		01/05/02	
\$22.3750	11/24/97	М		4,400.0000		01/05/02	
\$22.3750	11/24/97	М		1,700.0000		01/05/02	
	or Exercise Price of Derivative Security \$22.3750 \$22.3750	or Exercise action Price of Date Derivative Security \$22.3750 11/24/97 \$22.3750 11/24/97	or Exercise action action Price of Date Code Derivative Security Code V \$22.3750 11/24/97 M \$22.3750 11/24/97 M	or Exercise action action Securities Price of Date Code or Dispose Derivative Security Code V A \$22.3750 11/24/97 M \$22.3750 11/24/97 M	or Exercise of Price of Date action Code or Disposed of (D) Derivative Security Code V A D \$22.3750 11/24/97 M 8,400.0000 \$22.3750 11/24/97 M 4,400.0000	of Exercise action Securities Acquired (A) Expiration Description of Date Price of Date Code or Disposed of (D) Derivative Security Code V A D Exercisable \$22.3750 11/24/97 M 8,400.0000 \$22.3750 11/24/97 M 4,400.0000	of Exercise Price of Price of Derivative Security Date Code Or Disposed of (D) Expiration Date Expiration \$22.3750 11/24/97 M 8,400.0000 01/05/02 \$22.3750 11/24/97 M 4,400.0000 01/05/02

Table II (PART 2) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1)Title of Derivative Security	3)Trans- action Date	7)Title and Amount of Underlying Securities	Amount or Number of Shares	8)Price of Deri- vative Security	9)Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11)Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option (right to buy)	11/24/97 11/24/97	Common Stock	8,400.0000 4,400.0000			D 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.