

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
Viviano Joseph P
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
12/98
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) President and Chief Operating Officer
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 | 4) Securities Acquired (A) or Disposed of (D) Amount | 5) Amount of Securities Beneficially Owned at End of Year | 6) Nature of Indirect Beneficial Ownership | 7) Nature of Indirect Beneficial Ownership |
|----------------------|---|-----------------------------|--|---|---|---|
| Common Stock | 12/01/98 | G | 250.0000 | D | D | Direct |
| Common Stock | 12/31/98 | A | 67.9340 | A (1) | I | 401(k) Plan |
| Common Stock | | | | 23,430.0000 | I | by Spouse |
| Common Stock | 12/31/98 | G | 250.0000 | A | I | by Trusts (2) |
| Common Stock | 12/31/98 | A | 137.7077 | A (3) | I | by Trusts |

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) Trans- action Date | 4) Trans- action Code | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date | 7) Exercisable | 8) Expiration |
|------------------------------------|--|-----------------------------|-----------------------------|--|--|----------------|---------------|
| | | | | | | | |

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) Trans- action Date | 7) Title and Amount of Underlying Securities | 8) Price of Deri- vative Security | 9) Number of Derivative Securities Beneficially Owned at End of Year | 10) Nature of Indirect Beneficial Ownership | 11) Nature of Indirect Beneficial Ownership |
|------------------------------------|-----------------------------|--|--|---|--|--|
| | | Title | Amount or Number of Shares | | I | |

Explanation of Responses:

(1)
These shares were acquired from January 1, 1998 through December 31, 1998 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals throughout the year and the closing price on December 31, 1998 was \$62.1875. The exact price of each share at date of acquisition is not readily determinable.

(2)
Shares held in trusts are for the benefit of the reporting person's adult children and grandchildren. The reporting person's wife is trustee for each of the said trusts. The filing of this form does not constitute an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by the statement.

(3)
These shares were acquired from January 1, 1998 through December 31, 1998 pursuant to a Hershey Foods Dividend Reinvestment Plan. These shares were purchased at various intervals throughout the year and the closing price on December 31, 1998 was \$62.1875. The exact price of each share at date of acquisition is not readily determinable.

/S/ Viviano, Joseph P
DATE 02/12/1999