

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)
Sarni Vincent A.
c/o PPG Industries, Inc.
One PPG Place
Pittsburgh, PA 15272
2. 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 December 31, 1997
5. If Amendment, Date of Original (Month/Year)
February 1998
6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line) 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 or D Price	5) Amount of Securities Beneficially Owned at End of Year	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock	12/16/97	A	270.0000 (1) A \$63.3125	4,078.0000	D	

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) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Common Stock Equivalents (2)		12/15/97 (3)	J	35.1240	

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 Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Year	10) D or I	11) Nature of Indirect Beneficial Ownership
Common Stock Equivalents (2)	12/15/97 (3)	Common Stock	35.1240 (4)	2,380.1240	D	

Explanation of Responses:

- (1) Shares acquired as payment for director fees under the Hershey Foods Director's Compensation Plan. (2) These units were acquired as dividends reinvested on units previously deferred under the Director's Compensation Plan. These reinvested dividends are being voluntarily reported.
- (3) Reinvested dividends were acquired on the following dates: 3/14/97, 6/13/97, 9/15/97, and 12/15/97.
- (4) Units were acquired at various times throughout the year as noted in Footnote 3. These prices ranged from \$50.00 to \$63.313.

SIGNATURE OF REPORTING PERSON
/S/ Sarni Vincent A.
DATE 02/03/98