

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)
Alexander William H.
16 Wagner Street
Hummelstown, PA 17036
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) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired (A) or Disposed of (D) Amount Price	5) Amount of Securities Beneficially Owned at End of Year	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock				1,400.0000	D	
Common Stock				36.0000	I	by Spouse
Common Stock				1,200.0000	I	by Trust

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) A D	6) Date Exercisable and Expiration Date	Exercisable Expiration
Common Stock Equivalents (1)		12/15/97 (2)	J	1,136.2070		

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 Title	8) Price of Derivative 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 (1)	12/15/97 (2)	Common Stock	1,136.2070 (3)	1,568.2070	D	

Explanation of Responses:

(1) These units were acquired as dividends reinvested on units previously deferred under the Director's Compensation Plan, new deferrals of 1997 director's fees under the Plan, and a transfer of director's fees previously deferred under a prior deferral Plan; 15.032 units were reinvested dividends, 530.5020 units were deferral of 1997 director's fees and 590.6730 units were transfer of previous deferrals under prior plans. (2) Reinvested dividends were acquired on the following dates: 3/14/97, 6/13/97, 9/15/97, 12/15/97; 1997 deferred director's fees were credited on 5/1/97 and 12/15/97; and a transfer of previously deferred amounts occurred on 3/1/97. (3) Units were acquired at various times throughout the year as noted in Footnote 2. These prices range from \$50.00 to \$63.313.

SIGNATURE OF REPORTING PERSON
/s/ Alexander William H.
DATE 01/30/98