

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 6, 1996

HERSHEY FOODS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	I-183 (Commission File Number)	23-0691590 (I.R.S. Employer Identification No.)
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100 Crystal A Drive, Hershey, Pennsylvania (Address of principal executive offices)	17033 (Zip Code)
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Registrant's telephone number, including area code: (717) 534-6799

INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

On February 6, 1996, Hershey Foods Corporation (the "Corporation") announced that its Board of Directors approved a share repurchase program to repurchase up to \$200 million of the Corporation's Common Stock. It is expected that the acquisition of the shares will occur through open market purchases and/or through privately negotiated transactions. The shares acquired pursuant to the repurchase program will be held as Treasury shares. A copy of the press release dated February 6, 1996 announcing the repurchase program is incorporated herein by reference and a copy is filed herewith as Exhibit 99.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: February 9, 1996

HERSHEY FOODS CORPORATION

By /s/ William F. Christ
William F. Christ
Senior Vice President and
Chief Financial Officer

Exhibit Index

Exhibit No.

Description

99	Press Release dated February 6, 1996
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FOR IMMEDIATE RELEASE
February 6, 1996

CONTACT:
Natalie D. Bailey
717-534-7631
FINANCIAL CONTACT:
James A. Edris
717-534-7556

The following information was released to the news media today

HERSHEY, Pa. --- The Board of Directors of Hershey Foods Corporation today declared a regular quarterly dividend of \$.36 on the Common Stock, and \$.325 on the Class B Common Stock. The dividends are payable March 15, 1996, to stockholders of record February 23, 1996. It is the 265th consecutive regular dividend on the Common Stock and the 46th consecutive regular dividend on the Class B Common Stock.

The Board of Directors today also approved an authorization to acquire, from time to time in the open market or through privately negotiated transactions, up to \$200 million of its Common Stock. This authorization, which follows a \$200 million program authorized in mid-1993, will be funded by the strong cash flow of the Corporation. The shares of the Common Stock acquired by the Corporation will be held as Treasury shares.