

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)
Guiton Hill Bonnie
888 Vineyard Hills Drive
Newcastle, CA 95658
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	5) Amount of Securities Beneficially Owned at End of Year	6) Nature of Indirect or Beneficial Ownership
Common Stock	12/31/97	R	12.3002	A \$0.0000 (1)	D
Common Stock				1,032.2603	I by Trust
				150.0000	

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)	6) Date Exercisable and Expiration
Common Stock Equivalents (2)		12/15/97 (3)	J	285.5620	

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	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Year	10) Nature of Indirect or Beneficial Ownership
Common Stock Equivalents (2)	12/15/97 (3)	Common Stock		285.5620 (4)	D
				1,331.5620	

Explanation of Responses:

- (1) These shares were acquired from January 1, 1997 through December 31, 1997 pursuant to a Hershey Foods Dividend Reinvestment plan. Shares were purchased quarterly at prices ranging from \$50.00 to \$63.313.
- (2) These units were acquired as dividends reinvested on units previously deferred under the Director's Compensation Plan and new deferrals of 1997 director's fees under the Plan; 16.761 units were reinvested dividends and 268.801 units were deferral of 1997 director's fees.
- (3) Reinvested dividends were acquired on 3/14/97, 6/13/97, 9/15/97 and 12/15/97; 1997 deferred director's fees were credited on 5/1/97 and 12/15/97.
- (4) Units were acquired at various times throughout the year as noted in Footnote 3. These prices range from \$50.00 to \$63.313.

SIGNATURE OF REPORTING PERSON
/S/ Guiton Hill Bonnie
DATE 02/03/98