

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)
Pasquale Michael F
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
12/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President and
Chief Operating Officer

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	5) Amount of Securities Beneficially Owned at End of Year	6) Nature of Ownership D or I	7) Nature of Ownership Indirect Beneficial
Common Stock				45,384.0000	D	Direct
Common Stock	12/31/00	A	58.7300 (1) D (2)	8,494.0500	I	401(k) Plan
Common Stock				20.0000	I	by Daughter
Common Stock				5,015.0000	I	by Spouse

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

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) Nature of Ownership D or I	11) Nature of Ownership Indirect Beneficial

Explanation of Responses:

(1)
This entry represents a reduction in the balance of shares allocated to the account of the reporting person in the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). To manage liquidity needs of the Plan, the ESSIOP fiduciary from time-to-time maintains a lower overall share balance (versus cash) in the Plan, which in this instance resulted in a reduction in the number of shares allocated to the reporting person's account when compared to the prior Form 4 report.

(2)
See footnote (1) above. The closing price on December 29, 2000 was \$64.375. The exact price of each share at date of disposition is not readily determinable.

SIGNATURE OF REPORTING PERSON
/S/ Pasquale, Michael F
DATE 02/09/2001

