

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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| 1. Name and Address of Reporting Person *<br><u>Azzara C Daniel</u><br>_____<br>(Last) (First) (Middle)<br>100 CRYSTAL A DRIVE<br>_____<br>(Street)<br>HERSHEY PA 17033<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HERSHEY FOODS CORP [ HSY ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>X VP, Global R&D |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/14/2005                   |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                      |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 02/14/2005 <sup>(1)</sup>            |  | A                              |   | 330   | A          | \$55.09 | 2,330   | D  |   |
| Common Stock                    | 02/14/2005 <sup>(1)</sup>            |  | F                              |   | 330   | D          | \$55.09 | 2,000   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3)      | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|----------------------------|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Deferred Performance Share Units <sup>(2)</sup> | \$0  | 02/14/2005 <sup>(1)</sup>            |  | A                              |   | 4,070  |     | (3)  | (3)             | Common Stock  | 4,070                                      | \$55.09  | 4,070   | D  |                            |

**Explanation of Responses:**

- The transaction date was incorrectly stated on the reporting person's Form 4 as filed on February 17, 2005.
- Settlement of Performance Stock Units ("PSUs") granted on January 22, 2002, pursuant to the Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award, net of certain mandatory tax withholdings (330 shares), under the Corporation's Deferred Compensation Plan. Each deferred PSU is deemed equivalent in value to one share of the Corporation's Common Stock.
- The reporting person has elected to have these units paid out in January 2012.

C. Daniel Azzara 03/04/2005

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.