

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>LENNY RICHARD H</u></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>HERSHEY FOODS CORP</u> [<u>HSY</u>]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Chairman, President & CEO</u></p>
<p>(Last) (First) (Middle)</p> <p><u>100 CRYSTAL A DRIVE</u></p>	<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>05/26/2004</u></p>	
<p>(Street)</p> <p><u>HERSHEY PA 17033</u></p> <p>(City) (State) (Zip)</p>	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>

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	05/26/2004		M		1,300	A	\$64.65	63,790.549	D	
Common Stock	05/26/2004		S		1,300	D	\$88.42	62,490.549	D	
Common Stock	05/26/2004		M		100	A	\$64.65	62,590.549	D	
Common Stock	05/26/2004		S		100	D	\$88.43	62,490.549	D	
Common Stock	05/26/2004		M		200	A	\$64.65	62,690.549	D	
Common Stock	05/26/2004		S		200	D	\$88.44	62,490.549	D	
Common Stock	05/26/2004		M		100	A	\$64.65	62,590.549	D	
Common Stock	05/26/2004		S		100	D	\$88.45	62,490.549	D	
Common Stock	05/26/2004		M		700	A	\$64.65	63,190.549	D	
Common Stock	05/26/2004		S		700	D	\$88.46	62,490.549	D	
Common Stock	05/26/2004		M		1,300	A	\$64.65	63,790.549	D	
Common Stock	05/26/2004		S		1,300	D	\$88.47	62,490.549	D	
Common Stock	05/26/2004		M		3,600	A	\$64.65	66,090.549	D	
Common Stock	05/26/2004		S		3,600	D	\$88.48	62,490.549	D	
Common Stock	05/26/2004		M		1,300	A	\$64.65	63,790.549	D	
Common Stock	05/26/2004		S		1,300	D	\$88.49	62,490.549	D	
Common Stock	05/26/2004		M		6,000	A	\$64.65	68,490.549	D	
Common Stock	05/26/2004		S		6,000	D	\$88.5	62,490.549	D	
Common Stock	05/26/2004		M		2,900	A	\$64.65	65,390.549	D	
Common Stock	05/26/2004		S		2,900	D	\$88.52	62,490.549	D	
Common Stock	05/26/2004		M		500	A	\$64.65	62,990.549	D	
Common Stock	05/26/2004		S		500	D	\$88.28	62,490.549	D	
Common Stock								313.24	I	401(k) Plan

**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)
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			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. Code V Transaction Code (Instr. 8)		5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5B. Date Exercisable and Expiration Date (Month/Day/Year)		6. 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	Title	Amount or Number of Shares						
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,400	(1)	03/12/2011	Common Stock	1,400	\$0	398,600	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			600	(1)	03/12/2011	Common Stock	600	\$0	398,000	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			2,900	(1)	03/12/2011	Common Stock	2,900	\$0	395,100	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,400	(1)	03/12/2011	Common Stock	1,400	\$0	393,700	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			800	(1)	03/12/2011	Common Stock	800	\$0	392,900	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,500	(1)	03/12/2011	Common Stock	1,500	\$0	391,400	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,300	(1)	03/12/2011	Common Stock	1,300	\$0	390,100	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			500	(1)	03/12/2011	Common Stock	500	\$0	389,600	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,500	(1)	03/12/2011	Common Stock	1,500	\$0	388,100	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			100	(1)	03/12/2011	Common Stock	100	\$0	388,000	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			100	(1)	03/12/2011	Common Stock	100	\$0	387,900	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			5,100	(1)	03/12/2011	Common Stock	5,100	\$0	382,800	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			600	(1)	03/12/2011	Common Stock	600	\$0	382,200	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	Title	Amount or Number of Shares					
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			400	(1)	03/12/2011	Common Stock	400	\$0	381,800	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			500	(1)	03/12/2011	Common Stock	500	\$0	381,300	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			300	(1)	03/12/2011	Common Stock	300	\$0	381,000	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,000	(1)	03/12/2011	Common Stock	1,000	\$0	380,000	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			800	(1)	03/12/2011	Common Stock	800	\$0	379,200	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			400	(1)	03/12/2011	Common Stock	400	\$0	378,800	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,300	(1)	03/12/2011	Common Stock	1,300	\$0	377,500	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			100	(1)	03/12/2011	Common Stock	100	\$0	377,400	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			700	(1)	03/12/2011	Common Stock	700	\$0	376,700	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			200	(1)	03/12/2011	Common Stock	200	\$0	376,500	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			800	(1)	03/12/2011	Common Stock	800	\$0	375,700	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,700	(1)	03/12/2011	Common Stock	1,700	\$0	374,000	D		
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,600	(1)	03/12/2011	Common Stock	1,600	\$0	372,400	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
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				Code	V			(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,800	(1)	03/12/2011	Common Stock	1,800	\$0	370,600	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,100	(1)	03/12/2011	Common Stock	1,100	\$0	369,500	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			1,200	(1)	03/12/2011	Common Stock	1,200	\$0	368,300	D			
Non-Qualified Stock Option (right to buy)	\$64.65	05/26/2004		M			300	(1)	03/12/2011	Common Stock	300	\$0	368,000	D			

Explanation of Responses:

1. The options vest according to the following schedule: 25% vested on March 12, 2002; an additional 25% vested on March 12, 2003; an additional 25% vested on March 12, 2004; and the final 25% will vest on March 12, 2005.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 48,8900 shares acquired from February 1, 2004 through April 30, 2004 pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals, and the closing price on April 30, 2004 was \$88.89. The exact price of each share at the date of acquisition is not readily determinable.

By: Burton H. Snyder, as
Attorney-in-Fact For: Richard 05/27/2004
H. Lenny

** 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.

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