

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
 Hillier, J. Robert
 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/Day/Year
 12/17/02
5. If Amendment, Date of Original (Month/Day/Year)
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 Month | 6) D or I | 7) Nature of Indirect or Beneficial Ownership |
|----------------------|--------------------------------------|---------------------|--|--|------------|---|
| Common Stock | 01/01/02 | A V | 147.2320 | A | | D Direct |
| Common Stock | 04/01/02 | A V | 145.2220 | A | | D Direct |
| Common Stock | 07/01/02 | A V | 158.1780 | A | 1,872.0240 | D Direct |

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 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) Transaction Date | 7) Title and Amount of Underlying Securities | 8) Price of Derivative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) D or I | 11) Nature of Indirect or Beneficial Ownership |
|---------------------------------|---------------------|--|---------------------------------|---|------------|--|
| - | | Title | Amount or Number of Shares | | | |

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
 /S/ Hillier, J. Robert
 DATE 12/16/02