

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)

Carr Jay 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  
02/02

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

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

[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
VP, Hershey International

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] 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) Nature of Indirect or Ownership | 7) Nature of Indirect or Ownership |
|----------------------|--------------------------------------|---------------------|--|--|------------------------------------|------------------------------------|
| Common Stock (1)     | 02/26/02                             | M                   | 11,600.0000 A \$33.06250                             |  | D                                  | Direct                             |
| Common Stock         | 02/26/02                             | S                   | 11,600.0000 D \$71.74370                             | 0.0000   | D                                  | Direct                             |
| Common Stock         |                                      |                     |  | 0.0001   | I                                  | by Son                             |

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 |
|---|--|---------------------|---------------------|--|---|
| Non-Qualified Stock Option (right to buy) (1) | \$33.06250   | 02/26/02            | M                   | 11,600.0000  | 01/02/06                                |

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) Nature of Indirect or Ownership | 11) Nature of Indirect or Ownership |
|---|---------------------|--|---------------------------------|---|-------------------------------------|-------------------------------------|
| Non-Qualified Stock Option (right to buy) (1) | 02/26/02            | Common Stock                                 | \$71.74370                      | 0.0000  | D                                   | Direct                              |

Explanation of Responses:

(1)  
These options were granted under the Hershey Foods Corporation Key Employee Incentive Plan, and they have a stock withholding feature which permits the withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

Beneficial holdings reflected on this report do not include changes in the reporting person's holdings of securities resulting from participation in the issuer's qualified employee stock plan since the last filing of a report disclosing transactions related to such participation.

SIGNATURE OF REPORTING PERSON  
/S/ Carr, Jay F.  
DATE March 8, 2002

