

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	
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1. Name and Address of Reporting Person* LENNY RICHARD H <hr/> (Last) (First) (Middle) 100 CRYSTAL A DRIVE <hr/> (Street) HERSHEY PA 17033 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol HERSHEY FOODS CORP [HSY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO	
			3. Date of Earliest Transaction (Month/Day/Year) 05/26/2004			
			4. If Amendment, Date of Original Filed (Month/Day/Year)			
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/26/2004		M		1,400	A	\$64.65	63,890.549	D	
Common Stock	05/26/2004		S		1,400	D	\$88.51	62,490.549	D	
Common Stock	05/26/2004		M		600	A	\$64.65	63,090.549	D	
Common Stock	05/26/2004		S		600	D	\$88.53	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	\$88.55	62,490.549	D	
Common Stock	05/26/2004		M		1,400	A	\$64.65	63,890.549	D	
Common Stock	05/26/2004		S		1,400	D	\$88.57	62,490.549	D	
Common Stock	05/26/2004		M		800	A	\$64.65	63,290.549	D	
Common Stock	05/26/2004		S		800	D	\$88.67	62,490.549	D	
Common Stock	05/26/2004		M		1,500	A	\$64.65	63,990.549	D	
Common Stock	05/26/2004		S		1,500	D	\$88.66	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	\$88.65	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	\$88.64	62,490.549	D	
Common Stock	05/26/2004		M		1,500	A	\$64.65	63,990.549	D	
Common Stock	05/26/2004		S		1,500	D	\$88.63	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	\$88.62	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	\$88.6	62,490.549	D	
Common Stock	05/26/2004		M		5,100	A	\$64.65	67,590.549	D	
Common Stock	05/26/2004		S		5,100	D	\$88.59	62,490.549	D	
Common Stock	05/26/2004		M		600	A	\$64.65	63,090.549	D	
Common Stock	05/26/2004		S		600	D	\$88.58	62,490.549	D	
Common Stock	05/26/2004		M		400	A	\$64.65	62,890.549	D	
Common Stock	05/26/2004		S		400	D	\$88.71	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	\$88.69	62,490.549	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					

Explanation of Responses:

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 48,890 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 H. Lenny](#) 05/27/2004

** 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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