

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person* <u>ESHLEMAN DENNIS N</u> (Last) (First) (Middle) <u>100 CRYSTAL A DRIVE</u> (Street) <u>HERSHEY PA 17033</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY FOODS CORP [HSY]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Strategy & Innovation</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 (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	12/17/2004		G	V	130	A	\$0	130	I	by Son 1
Common Stock	01/04/2005		G	V	129	A	\$0	259	I	by Son 1
Common Stock	12/17/2004		G	V	130	A	\$0	130	I	by Son 2
Common Stock	01/04/2005		G	V	129	A	\$0	259	I	by Son 2
Common Stock	12/17/2004		G	V	260	A	\$0	419.91	I	by Spouse
Common Stock	01/04/2005		G	V	260	A	\$0	679.91 ⁽¹⁾	I	by Spouse
Common Stock								37.3774	D	
Common Stock								7,206.27	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The total amount of securities reported as held by the reporting person's spouse in Column 5 of Table I includes .6231 shares acquired on December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan.

Remarks:

The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes .1456 shares acquired on December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan. The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 68.48 shares acquired from November 1, 2004 through December 31, 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 December 31, 2004 was \$55.54. The exact price of each share at the date of acquisition is not readily determinable.

Eshleman Dennis N 01/26/2005
** 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.