

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2002  
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HERSHEY FOODS CORPORATION  
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(Exact name of registrant as specified in its charter)

Delaware

1-183

23-0691590  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania

17033  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 534-6799  
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Page 1 of 2 Pages

INFORMATION TO BE INCLUDED IN REPORT

Item 4. Changes in Registrant's Certifying Accountant  
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On May 10, 2002, the Board of Directors of Hershey Foods Corporation (the "Company"), upon the recommendation of its Audit Committee, engaged KPMG LLP ("KPMG") as the Company's independent auditors.

During the years ended December 31, 2001 and 2000 and the subsequent interim period through the date of this Form 8-K, neither the Company nor anyone on its behalf consulted KPMG regarding any of the matters or reportable events listed in Items 304(a)(2)(i) and (ii) of Regulation S-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 14, 2002

HERSHEY FOODS CORPORATION

By /s/ Frank Cerminara

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Frank Cerminara  
Senior Vice President, Chief Financial Officer

Page 2 of 2 Pages