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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

April 17, 2003

Date of Report (Date of earliest event reported)

**Hershey Foods Corporation**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-183

(Commission File Number)

23-0691590

(IRS Employer Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania 17033

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 534-6799

Page 1 of 3 Pages  
Exhibit Index - Page 3

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INFORMATION TO BE INCLUDED IN REPORT

The information in this Current Report on Form 8-K, including the exhibit, is furnished pursuant to Item 9 and Item 12 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that Section. Furthermore, the information in this Current Report on Form 8-K, including the exhibit, shall not be deemed to be incorporated by reference into the filings of Hershey Foods Corporation under the Securities Act of 1933.

Item 9. Regulation FD Disclosure

Item 12. Results of Operations and Financial Condition

On April 17, 2003, Hershey Foods Corporation (the "Corporation") announced sales and earnings for the first quarter of 2003. A copy of the Corporation's press release is furnished herewith as Exhibit 99.

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: April 17, 2003

By: /s/Frank Cerminara  
Frank Cerminara  
Senior Vice President,  
Chief Financial Officer

Page 2 of 3 Pages  
Exhibit Index - Page 3

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99	Hershey Foods Corporation Press Release dated April 17, 2003.

Page 3 of 3 Pages  
Exhibit Index - Page 3

## HERSHEY FOODS ANNOUNCES FIRST QUARTER RESULTS

HERSHEY, Pa., April 17, 2003--Hershey Foods Corporation (NYSE: HSY) today announced sales and earnings for the first quarter ended March 30, 2003. Consolidated net sales for the first quarter were \$953,162,000 compared with \$988,506,000 for the first quarter of 2002. Net income was \$97,558,000, or \$.73 per share-diluted, compared with \$87,045,000, or \$.63 per share-diluted, in the first quarter of 2002. Excluding a one-time business realignment charge of \$9.0 million pre-tax, net income for the first quarter of 2002 was \$92,743,000, or \$.67 per share-diluted. On this more comparable basis, 2003 earnings per share-diluted increased by 9.0 percent.

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This quarter's earnings increase was achieved despite the fact that the Company increased its bad debt reserve by \$5.0 million (pre-tax), or two cents per share-diluted, as its best estimate of possible exposure to the Fleming bankruptcy announced on April 1, 2003.

Hershey's first quarter sales for 2003 were essentially flat on a comparable basis as a result of the buy-in associated with the price increase announced in December 2002 and continued rationalization of the Company's product line. Gross margin expanded as a result of improved pricing, product and channel mix, supply chain savings, and lower raw ingredient and packaging costs. Selling, marketing and administrative expenses were also lower in the quarter, despite the provision for the Fleming bankruptcy.

"Our performance during the quarter was in line with expectations, despite a challenging retail environment," said Richard H. Lenny, Chairman, President and Chief Executive Officer. "Profitability and margins increased through a combination of better sales mix and on-going productivity gains. Equally as important, Hershey's market leadership position strengthened with solid gains driven by new products, more effective advertising and continued growth within convenience stores. We look forward to building momentum during the balance of 2003 behind our value-enhancing strategy.

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In this regard, our sales expectations for the year are 2-3 percent growth on a comparable basis. In addition, we continue to expect earnings growth in the 9-11 percent range for 2003."

SAFE HARBOR STATEMENT

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This release contains statements which are forward-looking. These statements are made based upon current expectations which are subject to risk and uncertainty. Actual results may differ materially from those contained in the forward-looking statements. Factors which could cause results to differ materially include, but are not limited to: changes in the confectionery and grocery business environment, including actions of competitors and changes in confectionery preferences; customer and consumer response to selling price increases; changes in governmental laws and regulations, including taxes; market demand for new and existing products; changes in raw material and other costs; pension cost factors such as actuarial assumptions and market performance; adequacy of the Company's bad debt reserve; and the Company's ability to implement improvements to reduce costs associated with its supply chain, as discussed in the Company's annual report on Form 10-K for 2002.

LIVE WEB CAST

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As previously announced, the Company will hold a conference call with analysts today at 10 a.m. EDT. The conference call will be web cast live via Hershey's corporate Web Site [www.hersheys.com](http://www.hersheys.com). Please go to the Investor Relations Section of the Web Site for further details.

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Media Contact: Christine M. Dugan 717-508-3238  
Financial Contact: James A. Edris 717-534-7556

Hershey Foods Corporation  
 Summary of Consolidated Statements of Income  
 for the periods ended March 30, 2003 and March 31, 2002  
 (in thousands of dollars except per share amounts)

	First Quarter -----	
	2003 ----	2002 ----
Net Sales	\$953,162	\$988,506
	-----	-----
Costs and Expenses:		
Cost of Sales	596,879	624,024
Selling, Marketing and Administrative	187,552	202,741
Business Realignment Charge, net	---	8,762
	-----	-----
Total Costs and Expenses	784,431	835,527
	-----	-----
Income Before Interest and Income Taxes	168,731	152,979
Interest Expense, net	14,611	15,465
	-----	-----
Income Before Income Taxes	154,120	137,514
Provision for Income Taxes	56,562	50,469
	-----	-----
Net Income	\$97,558	\$87,045
	=====	=====
Net Income Per Share - Basic	\$0.73	\$0.64
	=====	=====
- Diluted	\$0.73	\$0.63
	=====	=====
Shares Outstanding - Basic	133,366	136,707
	=====	=====
- Diluted	134,228	138,219
	=====	=====

Hershey Foods Corporation  
Pro Forma Summary of Consolidated Statements of Income  
for the periods ended March 30, 2003 and March 31, 2002  
(in thousands of dollars except per share amounts)

	First Quarter	
	2003	2002
	----	----
Net Sales	\$953,162	\$988,506
	-----	-----
Costs and Expenses:		
Cost of Sales	596,879	623,787 (a)
Selling, Marketing and Administrative	187,552	202,741
Business Realignment Charge, net	---	--- (b)
	-----	-----
Total Costs and Expenses	784,431	826,528
	-----	-----
Income Before Interest and Income Taxes	168,731	161,978
Interest Expense, net	14,611	15,465
	-----	-----
Income Before Income Taxes	154,120	146,513
Provision for Income Taxes	56,562	53,770
	-----	-----
Net Income	\$ 97,558	\$ 92,743
	=====	=====
Net Income Per Share - Basic	\$0.73	\$0.68
	=====	=====
- Diluted	\$0.73	\$0.67
	=====	=====
Shares Outstanding - Basic	133,366	136,707
	=====	=====
- Diluted	134,228	138,219
	=====	=====

(a) Excludes business realignment charges of \$.2 million pre-tax, or \$.1 million after-tax.

(b) Excludes business realignment charge of \$8.8 million pre-tax, or \$5.6 million after-tax.

Hershey Foods Corporation  
Consolidated Balance Sheets  
as of March 30, 2003 and December 31, 2002  
(in thousands of dollars)

Assets	2003	2002
- - - - -	- - - - -	- - - - -
Cash and Cash Equivalents	\$144,076	\$297,743
Accounts Receivable - Trade (Net)	296,003	370,976
Inventories	554,483	503,291
Prepaid Expenses and Other	100,612	91,608
	-----	-----
Total Current Assets	1,095,174	1,263,618
Net Plant and Property	1,493,599	1,486,055
Goodwill	381,863	378,453
Other Intangibles	39,772	39,898
Other Assets	302,144	312,527
	-----	-----
Total Assets	<u>\$3,312,552</u>	<u>\$3,480,551</u>
	=====	=====
 Liabilities and Stockholders' Equity		
- - - - -		
Loans Payable	\$27,571	\$28,124
Accounts Payable	121,729	124,507
Accrued Liabilities	322,820	356,716
Taxes Payable	45,686	12,731
Deferred Income Taxes	11,764	24,768
	-----	-----
Total Current Liabilities	529,570	546,846
Long-Term Debt	851,329	851,800
Other Long-Term Liabilities	361,345	362,162
Deferred Income Taxes	353,991	348,040
	-----	-----
Total Liabilities	2,096,235	2,108,848
Total Stockholders' Equity	1,216,317	1,371,703
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Total Liabilities and Stockholders' Equity	<u>\$3,312,552</u>	<u>\$3,480,551</u>
	=====	=====

