

**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* <u>WEST DAVID J</u>			2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY FOODS CORP [ HSY ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Chief Customer Officer</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>HERSHEY</u>	<u>PA</u>	<u>17033</u>						
(City)	(State)	(Zip)							

**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	08/03/2004		M		14,800	A	\$29.515	14,800	D	
Common Stock	08/03/2004		S		14,800	D	\$47.59	0	D	
Common Stock	08/03/2004		M		200	A	\$29.515	200	D	
Common Stock	08/03/2004		S		200	D	\$47.7	0	D	
Common Stock	08/04/2004		M		2,000	A	\$0	2,000	D	
Common Stock	08/04/2004		D		2,000	D	\$47.68	0	D	
Common Stock								545.5	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						Title
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$29.515	08/03/2004		M			14,800	(2)	05/20/2011	Common Stock	14,800	\$0	5,200	D	
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$29.515	08/03/2004		M			200	(2)	05/20/2011	Common Stock	200	\$0	5,000	D	
Restricted Stock Units <sup>(3)</sup>	(4)	08/04/2004		M			2,000 <sup>(5)</sup>	(6)	(6)	Common Stock	2,000	\$0	20,770.468	D	

**Explanation of Responses:**

- These options are from an option grant previously reported as 10,000 options at an exercise price of \$59.03. The option grant was adjusted to reflect the acquisition of 10,000 additional options at an exercise price of \$29.515 as a result of a 2-for-1 stock split effectuated on June 15, 2004.
- The options vest according to the following schedule: 25% vested on May 21, 2002; an additional 25% vested on May 21, 2003; an additional 25% vested on May 21, 2004; and the final 25% will vest on May 21, 2005.
- These restricted stock units are from a restricted stock unit grant previously reported as 2,000 units. The grant was adjusted to reflect the acquisition of 2,000 additional units as a result of a 2-for-1 stock split effectuated on June 15, 2004.
- Each restricted stock unit represents a contingent right to receive one share of Hershey Foods Corporation Common Stock or its cash equivalent.
- Vested restricted stock units converted and settled with the Corporation in cash as granted under the Corporation's Key Employee Incentive Plan.
- Restricted stock units were granted on August 4, 2003 and vested on August 4, 2004.

**Remarks:**

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 84,640 shares acquired from January 1, 2004 through July 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 July 30, 2004 was \$48.44. The exact price of each share at the date of acquisition is not readily determinable. The total amount also includes the acquisition of 262,590 additional shares as a result of a 2-for-1 stock split effectuated on June 15, 2004.

David J West

08/05/2004

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.**