

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
Boscia, Jon A.
100 Crystal A Drive

Hershey, Pennsylvania 17033

2. Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
12/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code	4. Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Year	6) Nature of Indirect or Beneficial Ownership D I	7) Nature of Indirect or Beneficial Ownership D I
Common Stock	10/01/01	A	154.6310	A	1,154.6310	D Direct

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Common Stock Equivalents (1)	\$0.00000	12/15/01	J	48.6620	

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Year	10) Nature of Indirect or Beneficial Ownership D I	11) Nature of Indirect or Beneficial Ownership D I
-	12/15/01	Common Stock	48.6620	48.6620	D	Direct

Explanation of Responses:

(1)
2001 Director's fees deferred as Deferred Stock Units under the Director's Compensation Plan.

SIGNATURE OF REPORTING PERSON
/S/ Boscia, Jon A.
DATE FEBRUARY 7, 2002