

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person(s)

Eshleman Dennis N
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/Day/Year

2/4/03

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

02/04/03

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

[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below) Vice President,
Strategy & Innovation

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

[X] 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 Code V	4. Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock	02/03/03	A	200.0000	A \$65.56000		D Direct
Common Stock	02/03/03	F	200.0000	D \$65.56000		D Direct
Common Stock				18.0000		I 401(k) Plan
Common Stock				3,294.1700		I 401(k) Plan
Common Stock				77.0097		I by Spouse

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 Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Deferred Performance Share Units (1)	\$0.00000	02/03/03	A	1,825.0000	(2)
Non-Qualified Stock Option (right to buy) (3)	\$64.50000	02/03/03	A	18,900.0000	(4) 02/02/13

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 Month	10) D or I	11) Nature of Indirect Beneficial Ownership
Deferred Performance Share Units (1)	02/03/03	Common Stock	1,825.0000	1,825.0000	D	Direct
Non-Qualified Stock Option (right to buy) (3)	02/03/03	Common Stock	18,900.0000	18,900.0000	D	Direct

Explanation of Responses:

(1)
Settlement of Performance Share Units granted on January 13, 2000, pursuant to the Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award, net of certain mandatory tax withholdings (200 shares), under the Corporation's Deferred Compensation Plan. Each deferred PSU is deemed equivalent in value to one share of the Corporation's Common Stock.

(2)
The reporting person has elected to have these units paid out at retirement.

(3)
These options were granted under the Hershey Foods Corporation Key Employee Incentive Plan, and they have a stock withholding feature which permits the withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

(4)
Options vest according to the following schedule: 25% vest on the first

anniversary of the grant date, an additional 25% vest on the second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

SIGNATURE OF REPORTING PERSON

/S/ Eshleman, Dennis N

DATE 03/06/03