

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)
Wolfe Kenneth L
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)
Retired Chairman

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 Beneficial Ownership D or I	7) Nature of Indirect Beneficial Ownership
Common Stock	04/23/01	G	7,071.0000	D	125,911.0000	D Direct
Common Stock (1)	10/25/01	A	75.6600	A		I 401(k) Plan
Common Stock	10/26/01	I	462.0899	D	0.0001	I 401(k) Plan
Common Stock					100.0000	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	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
			Code	A D	Exercisable Expiration

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	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Year	10) Nature of Indirect Beneficial Ownership D or I	11) Nature of Indirect Beneficial Ownership
-		Title	Amount or Number of Shares			

Explanation of Responses:

(1)
These shares were acquired from January 1, 2001 through October 25, 2001 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment Plan and Ownership Plan (ESSIOP). These shares were purchased at various intervals and the closing price on October 25, 2001 was \$64.54. The exact price of each share at the date of acquisition is not readily determinable.

SIGNATURE OF REPORTING PERSON
/S/ Wolfe, Kenneth L
DATE FEBRUARY 7, 2002