

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* CERMINARA FRANK			2. Issuer Name and Ticker or Trading Symbol HERSHEY FOODS CORP [HSY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. Vice President, CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) HERSHEY PA 17033								
(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	04/30/2004		M		100	A	\$33.0625	1,161.0893	D	
Common Stock	04/30/2004		S		100	D	\$88.72	1,061.0893	D	
Common Stock	04/30/2004		M		800	A	\$33.0625	1,861.0893	D	
Common Stock	04/30/2004		S		800	D	\$88.52	1,061.0893	D	
Common Stock	04/30/2004		M		200	A	\$33.0625	1,261.0893	D	
Common Stock	04/30/2004		S		200	D	\$88.69	1,061.0893	D	
Common Stock	04/30/2004		M		5,000	A	\$33.0625	6,061.0893	D	
Common Stock	04/30/2004		S		5,000	D	\$88.56	1,061.0893	D	
Common Stock	04/30/2004		M		2,700	A	\$33.0625	3,761.0893	D	
Common Stock ⁽¹⁾	04/30/2004		S		2,700	D	\$88.5	1,061.0893	D	
Common Stock								6,464.81	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)	\$33.0625	04/30/2004		M			100	01/03/1998	01/02/2006	Common Stock	100	\$0	8,700	D	
Non-Qualified Stock Option (right to buy)	\$33.0625	04/30/2004		M			800	01/03/1998	01/02/2006	Common Stock	800	\$0	7,900	D	
Non-Qualified Stock Option (right to buy)	\$33.0625	04/30/2004		M			200	01/03/1998	01/02/2006	Common Stock	200	\$0	7,700	D	

**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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$33.0625	04/30/2004		M			5,000	01/03/1998	01/02/2006	Common Stock	5,000	\$0	2,700	D	
Non-Qualified Stock Option (right to buy)	\$33.0625	04/30/2004		M			2,700	01/03/1998	01/02/2006	Common Stock	2,700	\$0	0	D	

Explanation of Responses:

1. The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 5.3503 shares acquired on December 15, 2003, and 4.9116 shares acquired on March 15, 2004, pursuant to a Hershey Foods Dividend Reinvestment Plan.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) include 35.91 shares acquired from October 1, 2003 through December 31, 2003, and 83.80 shares acquired from January 1, 2004 through March 31, 2004 pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on December 31, 2003 was \$76.99 and the closing price on March 31, 2004 was \$82.85. The exact price of each share at the date of acquisition is not readily determinable.

Cerminara Frank

05/03/2004

** Signature of Reporting Person

Date

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.