

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)
Carr Jay F.
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
01/02

5. If Amendment, Date of Original (Month/Year)
02/06/02

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
VP, Hershey International

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) Nature of Ownership D or I	7) Nature of Indirect Beneficial Ownership
Common Stock	01/30/02	M	9,600.0000	A \$24.18750		D Direct
Common Stock	01/30/02	S	9,600.0000	D \$69.63000	0.0000	D Direct
Common Stock	01/01/02	I V	6,643.4400	D	0.0000	I 401(k) Plan
Common Stock					0.0001	I by Son

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
Non-Qualified Stock Option (right to buy) (1)	\$24.18750	01/30/02	M	9,600.0000	01/03/05
Non-Qualified Stock Option (right to buy) (1)	\$69.31000	01/22/02	M V	9,850.0000	(2) 01/21/12

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) Nature of Ownership D or I	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy) (1)	01/30/02	Common Stock	9,600.0000	\$69.63000	0.0000	D Direct
Non-Qualified Stock Option (right to buy) (1)	01/22/02	Common Stock	9,850.0000	9,850.0000		D Direct

Explanation of Responses:

(1)
These options were granted under the Hershey Foods Corporation 1987 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.

(2)
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/ Carr, Jay F.
DATE March 8, 2002

