

FORM 5
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] 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)
 Reese Robert M
 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
 [X] Officer (give title below) [] Other (specify below)
 Sr. V.P., General Counsel,
 and Secy.

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	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Year	6) Nature of Indirect D or I	7) Beneficial Ownership
Common Stock	12/31/01	(1)J	3.1606	A \$0.00000 (1) 176.6178	D	Direct
Common Stock	12/31/01	(2)A	196.5400	A \$0.00000 (2) 5,080.8200	I	401(k) Plan
Common Stock	12/31/01	(1)A	6.9679	A \$0.00000 (1) 389.4060	I	by Daughter
Common Stock				30,000.0000	I	by Trust

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
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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 D or I	11) Beneficial Ownership
		Title	Amount or Number of Shares			
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Explanation of Responses:

(1)
 These shares have been acquired from January 1, 2001 through December 31, 2001 pursuant to a Hershey Foods Dividend Reinvestment Plan. Shares were purchased quarterly at prices ranging from \$61.71 to \$69.32.

(2)
 These shares were acquired from January 1, 2001 through December 31, 2001 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals, and the closing price on December 31, 2001 was \$67.70. The exact price of each share at the date of acquisition is not readily determinable.

SIGNATURE OF REPORTING PERSON
 /S/ Reese, Robert M
 DATE February 8, 2002

