FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL	

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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 Se	ction 30(h) of the	Investme	nt Co	mpany Act	of 1940					
1. Name and Address of Reporting Person* CERMINARA FRANK						uer Name and Tio RSHEY FOO					5. Relationship of Reporting Person(s) to (Check all applicable) Director 10%			Issuer Owner	
(Last) (First) (Middle) 100 CRYSTAL A DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 11/22/2004 X Officer (give title below) SVP, Chief Financial Officer									
(Street) HERSHI			17033		4. If A	mendment, Date	of Origina	l File	d (Month/Da	Line	Individual or Joint/Group Filing (Check Applic Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Si		(Zip)												
		Tak	ole I - No	n-Deri	ative S	Securities Ac	quired	, Dis	posed o	f, or Ben	eficiall	y Owned	i .		
1. Title of Security (Instr. 3)			2. Trans Date (Month/	action Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					5. Amou Securitie Beneficia Owned F Reported	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3	ion(s)		(Instr. 4)
Common	Stock			11/22	2/2004		М		4,600	A	\$22.25	6,740).9239	D	
Common	Stock			11/22	2/2004		S		4,600	D	\$51.85	2,140	0.9239	D	
Common	Stock			11/22	2/2004		M		200	A	\$22.25	2,340	0.9239	D	
Common Stock		11/22	2/2004		S		200	D	\$51.87	2,140	0.9239	D			
Common	Common Stock 11		11/22	2/2004		M		2,000	A	\$22.25	4,140.9239		D		
Common	Common Stock 11/		11/22	2/2004		S		2,000	D	\$51.85	2,140	0.9239	D		
Common	Stock			11/22/2			M		200	A	\$22.25	2.25 2,340.9239		D	
Common	Stock			11/22/2004		:004			200	D	\$51.88	2,140.9239		D	
Common	Stock			11/22/2004			M		3,000	3,000 A \$2		5,140	0.9239	D	
Common	Stock			11/22/2004			S		3,000 D \$		\$51.83	2,140.9239		D	
Common	Stock			11/22/2004			M		1,000	A	\$22.25	3,140.9239		D	
Common	Stock			11/22/2004			S		1,000	D	\$51.85	2,140.9239		D	
Common	Stock			11/22/2004			M		700	A	\$22.25	2,840.9239		D	
Common	Stock			11/22	2/2004		S		700	D	\$51.87	7 2,140.9239		D	
Common	Stock			11/22	2/2004		М		900	A	\$22.25	3,040.9239		D	
Common Stock 11/3			11/22	2/2004		S		900	D	\$51.9	2,140.9239		D		
Common Stock 11/22			2/2004		M		400	A	\$22.25	2,540.9239		D			
Common Stock 11/22/			2/2004		S		400	D	\$51.94	2,140	.9239(1)	D			
Common Stock												13,0	70.72	I	401(k) Plan
			Table II -			curities Acq alls, warrants						Owned			
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any	ed	4. Transacti Code (Ins	5. Number on of	6. Date E Expiratio (Month/D	xercis	able and	7. Title and Amount of Securities		8. Price of Derivative Security	9. Number derivative Securities	of 10. Ownershi Form:	11. Nature of Indirect Beneficial

			()					· •							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion Date Execution Date, Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Execution Date, if any if any		4. Transa Code (8)		of		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				

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)	Derivative Conversion Da Security or Exercise (M		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) ⁽²⁾	\$22.25	11/22/2004		М			4,600	01/08/1999	01/07/2007	Common Stock	4,600	\$0	8,400	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			200	01/08/1999	01/07/2007	Common Stock	200	\$0	8,200	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			2,000	01/08/1999	01/07/2007	Common Stock	2,000	\$0	6,200	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			200	01/08/1999	01/07/2007	Common Stock	200	\$0	6,000	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			3,000	01/08/1999	01/07/2007	Common Stock	3,000	\$0	3,000	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			1,000	01/08/1999	01/07/2007	Common Stock	1,000	\$0	2,000	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			700	01/08/1999	01/07/2007	Common Stock	700	\$0	1,300	D	
Non- Qualified Stock Option (right to buy) ⁽²⁾	\$22.25	11/22/2004		М			900	01/08/1999	01/07/2007	Common Stock	900	\$0	400	D	
Non- Qualified Stock Option (right to	\$22.25	11/22/2004		М			400	01/08/1999	01/07/2007	Common Stock	400	\$0	0	D	

Explanation of Responses:

- $1. The total amount includes the acquisition of 1,061.0893 \ additional \ shares \ as \ a \ result of \ a \ 2-for-1 \ stock \ split \ on \ June \ 15, \ 2004.$
- 2. These options are from an option grant previously reported as 6,500 options at an exercise price of \$44.50. The option grant was adjusted to reflect the 2-for-1 stock split on June 15, 2004.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 120.5600 shares acquired from April 1, 2004 through October 29, 2004 pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals, and the closing price on October 29, 2004 was \$50.69. The exact price of each share at the date of acquisition is not readily determinable. The total amount also includes the acquisition of 6,485.3500 additional shares as a result of a 2-for-1 stock split on June 15, 2004.

> Cerminara Frank 11/24/2004

** 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.

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