

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* DAVIS GEORGE F			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) VP & CIO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2005			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	02/15/2005		A		597	A	\$55.09	597	D	
Common Stock	02/15/2005		F		597	D	\$55.09	0	D	
Common Stock								598.5	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
Deferred Performance Share Units ⁽¹⁾	\$0	02/15/2005		A		7,378		(2)	(2)	Common Stock	7,378	\$55.09	9,530 ⁽³⁾	D	
Non-Qualified Stock Option (right to buy)	\$61.7	02/15/2005		A		9,700		(4)	02/14/2015	Common Stock	9,700	\$0	9,700	D	

Explanation of Responses:

- Settlement of Performance Stock Units ("PSUs") granted on January 22, 2002, pursuant to the Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award, net of certain mandatory tax withholdings (597 shares), under the Corporation's Deferred Compensation Plan. Each deferred PSU is deemed equivalent in value to one share of the Corporation's Common Stock.
- The reporting person has elected to have these units paid out at retirement.
- The total amount includes the acquisition of 1,076,000 additional Deferred Performance Share Units as a result of the two-for-one stock split on June 15, 2004.
- 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.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 118,300 shares acquired from January 1, 2004 through December 31, 2004; and 11,800 shares acquired from January 1, 2005 through January 31, 2005 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 December 31, 2004 was \$55.54 and the closing price on January 31, 2005 was \$58.49. The exact price of each share at the date of acquisition is not readily determinable. The total amount also includes the acquisition of 254,490 additional shares as a result of the two-for-one stock split on June 15, 2004.

George F Davis

02/16/2005

** 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.