

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>TACKA DAVID W</b> <hr/> (Last) (First) (Middle) <b>100 CRYSTAL A DRIVE</b> <hr/> (Street) <b>HERSHEY PA 17033</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>HERSHEY FOODS CORP [ HSY ]</b>			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) <p style="text-align: center;"><b>VP, CAO</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/02/2005</b>			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	02/02/2005		M		500	A	\$30.75	1,708.9406	D	
Common Stock	02/02/2005		S		500	D	\$59.41	1,208.9406	D	
Common Stock	02/02/2005		M		2,300	A	\$30.75	3,508.9406	D	
Common Stock	02/02/2005		S		2,300	D	\$59.38	1,208.9406	D	
Common Stock	02/02/2005		M		1,200	A	\$30.75	2,408.9406	D	
Common Stock	02/02/2005		S		1,200	D	\$59.39	1,208.9406	D	
Common Stock	02/02/2005		M		1,000	A	\$30.75	2,208.9406	D	
Common Stock	02/02/2005		S		1,000	D	\$59.38	1,208.9406	D	
Common Stock	02/02/2005		M		4,300	A	\$30.75	5,508.9406	D	
Common Stock	02/02/2005		S		4,300	D	\$59.39	1,208.9406	D	
Common Stock	02/02/2005		M		500	A	\$31.8438	1,708.9406	D	
Common Stock	02/02/2005		M		200	A	\$31.8438	1,908.9406	D	
Common Stock	02/02/2005		S		200	D	\$59.36	1,708.9406	D	
Common Stock	02/02/2005		M		300	A	\$31.8438	2,008.9406	D	
Common Stock	02/02/2005		S		300	D	\$59.37	1,708.9406	D	
Common Stock	02/02/2005		M		1,700	A	\$31.8438	3,408.9406	D	
Common Stock	02/02/2005		S		1,700	D	\$59.38	1,708.9406	D	
Common Stock	02/02/2005		M		1,300	A	\$31.8438	3,008.9406	D	
Common Stock	02/02/2005		S		1,300	D	\$59.39	1,708.9406 <sup>(1)</sup>	D	
Common Stock								4,774.27	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					

**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) <sup>(2)</sup>	\$30.75	02/02/2005		M			500	01/19/2000	01/19/2008	Common Stock	500	\$0	8,800	D	
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$30.75	02/02/2005		M			2,300	01/19/2000	01/19/2008	Common Stock	2,300	\$0	6,500	D	
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$30.75	02/02/2005		M			1,200	01/19/2000	01/19/2008	Common Stock	1,200	\$0	5,300	D	
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$30.75	02/02/2005		M			1,000	01/19/2000	01/19/2008	Common Stock	1,000	\$0	4,300	D	
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$30.75	02/02/2005		M			4,300	01/19/2000	01/19/2008	Common Stock	4,300	\$0	0	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.8438	02/02/2005		M			500	02/03/2000	02/03/2008	Common Stock	500	\$0	3,500	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.8438	02/02/2005		M			200	02/03/2000	02/03/2008	Common Stock	200	\$0	3,300	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.8438	02/02/2005		M			300	02/03/2000	02/03/2008	Common Stock	300	\$0	3,000	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.8438	02/02/2005		M			1,700	02/03/2000	02/03/2008	Common Stock	1,700	\$0	1,300	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.8438	02/02/2005		M			1,300	02/03/2000	02/03/2008	Common Stock	1,300	\$0	0	D	

**Explanation of Responses:**

- The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 15,2546 shares acquired on June 15, 2004, September 15, 2004 and December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan. The total amount also includes the acquisition of 596,8430 additional shares as a result of the two-for-one stock split on June 15, 2004.
- These options are from an option grant previously reported as 4,650 options at an exercise price of \$61.50. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
- These options are from an option grant previously reported as 2,000 options at an exercise price of \$63.6875. The option grant was adjusted to reflect the two-for-one 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 153,4900 shares acquired from April 1, 2004 through December 31, 2004; and 19,4300 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. 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 3,515,0500 additional shares as a result of the two-for-one stock split on June 15, 2004. Since the date of the reporting person's last ownership report, 2,415,4300 shares of Hershey Foods Corporation Common stock were transferred to his ex-wife pursuant to a domestic relations order.

Tacka David W.

02/04/2005

\*\* 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.**