

**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
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1. Name and Address of Reporting Person* <u>CERMINARA FRANK</u>  (Last) (First) (Middle) 100 CRYSTAL A DR P O BOX 810  (Street) HERSHEY PA 17033-0810  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY FOODS CORP [ HSY ]</u>	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) Sr. Vice President, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2003	
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	10/29/2003		M		7,200	A	\$24.1875	7,750.8274	D	
Common Stock	10/29/2003		S		7,200	D	\$76.25	550.8274	D	
Common Stock	10/29/2003		M		500	A	\$24.1875	1,050.8274 <sup>(1)</sup>	D	
Common Stock								6,345.1 <sup>(2)</sup>	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$24.1875	10/29/2003		M		7,200		01/03/1997	01/03/2005	Common Stock	7,200	\$76.25	500	D	
Non-Qualified Stock Option (right to buy)	\$24.1875	10/29/2003		M		500		01/03/1997	01/03/2005	Common Stock	500	\$76.25	0.0000	D	

**Explanation of Responses:**

- 1. Includes 2.9780 shares acquired on September 15, 2003, pursuant to a Hershey Foods Dividend Reinvestment Plan.
- 2. Between August 1, 2003 and September 30, 2003, the reporting person acquired 25.3500 shares 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 September 30, 2003 was \$72.68. The exact price of each share at the date of acquisition is not readily determinable.

Frank Cerminara 10/31/2003  
 \*\* 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.