

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* <u>HERNUJST THOMAS K</u> (Last) (First) (Middle) <u>100 CRYSTAL A DRIVE</u> (Street) <u>HERSHEY PA 17033</u> (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) <u>SVP, Chief Marketing Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2005</u> | |
| | 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 | 02/04/2005 | | M | | 300 | A | \$32.23 | 6,613.7772 | D | |
| Common Stock | 02/04/2005 | | S | | 300 | D | \$59.96 | 6,313.7772 | D | |
| Common Stock | 02/04/2005 | | M | | 2,200 | A | \$32.23 | 8,513.7772 | D | |
| Common Stock | 02/04/2005 | | S | | 2,200 | D | \$59.95 | 6,313.7772 | D | |
| Common Stock | 02/04/2005 | | M | | 2,500 | A | \$32.23 | 8,813.7772 | D | |
| Common Stock | 02/04/2005 | | S | | 2,500 | D | \$59.953 | 6,313.7772 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 338.22 | 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 |
| Non-Qualified Stock Option (right to buy) ⁽²⁾ | \$32.23 | 02/04/2005 | | M | | | 300 | (3) | 04/27/2013 | Common Stock | 300 | \$0 | 73,900 | D | |
| Non-Qualified Stock Option (right to buy) ⁽²⁾ | \$32.23 | 02/04/2005 | | M | | | 2,200 | (3) | 04/27/2013 | Common Stock | 2,200 | \$0 | 71,700 | D | |
| Non-Qualified Stock Option (right to buy) ⁽²⁾ | \$32.23 | 02/04/2005 | | M | | | 2,500 | (3) | 04/27/2013 | Common Stock | 2,500 | \$0 | 69,200 | D | |

Explanation of Responses:

1. The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 26,000 shares acquired on June 15, 2004; 29,2663 shares on September 15, 2004; and 24,5109 shares on December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan. The total amount also includes the acquisition of 3,117.0000 additional shares as a result of the two-for-one stock split on June 15, 2004.

2. These options are from an option grant previously reported as 37,100 options at an exercise price of \$64.46. The option grant was adjusted to reflect the 2-for-1 stock split on June 15, 2004.

3. The options vest according to the following schedule: 25% vested on April 28, 2004; an additional 25% will vest on April 28, 2005; an additional 25% will vest on April 28, 2006; and the final 25% will vest on April 28, 2007.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 68,7200 shares acquired from April 1, 2004 through December 31, 2004; and 15,4300 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 stock 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 138.7000 additional shares as a result of the two-for-one stock split on June 15, 2004.

Thomas K. Hernquist

02/08/2005

** 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.

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