

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Eshleman Dennis N
100 Crystal A Drive

Hershey, Pennsylvania 17033

2. Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year
2/4/03

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below) Vice President,
Strategy & Innovation

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person
[] Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect or Beneficial Ownership
Common Stock	02/03/03	A	44.0000	A \$65.56000		D Direct
Common Stock	02/03/03	F	44.0000	D \$65.56000	18.0000	D Direct
Common Stock					3,294.1700	I 401(k) Plan
Common Stock					77.0097	I by Spouse

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
Deferred Performance Share Units (1)		02/03/03	A	1,981.0000	(2)
Non-Qualified Stock Option (right to buy) (3)	\$64.50000	02/03/03	A	18,900.0000	(4) 02/02/13

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect or Beneficial Ownership
Deferred Performance Share Units (1)	02/03/03	Common Stock		5,733.8150	D	Direct
Non-Qualified Stock Option (right to buy) (3)	02/03/03	Common Stock		18,900.0000	D	Direct

Explanation of Responses:

(1) Settlement of Performance Share Units granted on January 13, 2000, pursuant to the Hershey Foods Corporation Key Employee Incentive Plan. Settlement involved the deferral of the entire award, net of certain mandatory tax withholdings (44 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.

(2) The reporting person has elected to have these units paid out at retirement.

(3) These options were granted under the Hershey Foods Corporation Key Employee Incentive Plan, and they have a stock withholding feature which permits the withholding of shares of stock at the time of exercise to satisfy the grantee's income tax withholding rights.

(4) 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.

SIGNATURE OF REPORTING PERSON
/S/ Eshleman Dennis N
DATE 02/04/03