

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)
Matthews Milton T
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/Year
01/02

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

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

[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
V.P., Chief Customer Officer

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 or Disposed of (A) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) Nature of Indirect or Ownership	7) Nature of Indirect or Ownership
Common Stock	12/31/01 (1)	A	221.1700	6,007.9300	I	401(k) Plan
Common Stock				280.0000	I	by Son 2

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 Unit (2)	\$0.00000	02/08/01	A	392.0000	
Non-Qualified Stock Option (right to buy) (3)	\$69.31000	01/22/02	A	10,000.0000	(4) 01/21/12

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) Nature of Indirect or Ownership	11) Nature of Indirect or Ownership
Deferred Performance Share Unit (2)	02/08/01	Common Stock		11,996.2160	D	Direct
Non-Qualified Stock Option (right to buy) (3)	01/22/02	Common Stock		10,000.0000	D	Direct

Explanation of Responses:

(1) These shares were acquired from January 1, 2001 through December 31, 2001 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 December 31, 2001 was \$67.70. The exact price of each share at the date of acquisition is not readily determinable.

(2) Performance Share Units (PSUs) are granted pursuant to the Corporation's 1987 Key Employee Incentive Plan. Each PSU is equivalent in value to one share of Hershey Foods Common Stock except in limited instances. PSU's are granted at the commencement of a long-term performance cycle and are contingent on the Corporation meeting certain goals. Once the performance cycle goals are satisfied, PSU awards are converted to stock or cash at the end of a cycle and can be deferred. All of the shares reflected were deferred.

(3) These options were granted under the Hershey Foods Corporation 1987 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/ Matthews, Milton T

DATE February 7, 2002