



1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										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)
			3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
						(A)	(D)									
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			100	(3)	03/12/2011	Common Stock	100	\$0	699,900	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			800	(3)	03/12/2011	Common Stock	800	\$0	699,100	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			1,200	(3)	03/12/2011	Common Stock	1,200	\$0	697,900	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			10,400	(3)	03/12/2011	Common Stock	10,400	\$0	687,500	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			11,200	(3)	03/12/2011	Common Stock	11,200	\$0	676,300	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			300	(3)	03/12/2011	Common Stock	300	\$0	676,000	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			18,300	(3)	03/12/2011	Common Stock	18,300	\$0	657,700	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			32,100	(3)	03/12/2011	Common Stock	32,100	\$0	625,600	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			200	(3)	03/12/2011	Common Stock	200	\$0	625,400	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			200	(3)	03/12/2011	Common Stock	200	\$0	625,200	D		
Non-Qualified Stock Option (right to buy) <sup>(2)</sup>	\$32.325	08/30/2004		M			200	(3)	03/12/2011	Common Stock	200	\$0	625,000	D		

**Explanation of Responses:**

- The total amount includes the acquisition of 62,490.5490 additional shares as a result of a 2-for-1 stock split effectuated on June 15, 2004.
- These options are from an option grant previously reported as 400,000 options at an exercise price of \$64.65. On May 26, 2004, the reporting person exercised 50,000 options from this grant, leaving a balance of 350,000 options. The option grant was adjusted to reflect an exercise price of \$32.325 and the acquisition of 350,000 additional options as a result of a 2-for-1 stock split effectuated on June 15, 2004.
- The options vest according to the following schedule: 25% vested on March 12, 2002; an additional 25% vested on March 12, 2003; an additional 25% vested on March 12, 2004; and the final 25% will vest on March 12, 2005.

**Remarks:**

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 1.27 shares acquired from May 1, 2004 through July 30, 2004 pursuant to the Hershey Foods Corporation Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals, and the closing price on July 30, 2004 was \$48.44. The exact price of each share at the date of acquisition is not readily determinable. The total amount also includes the acquisition of 313.4300 additional shares as a result of a 2-for-1 stock split effectuated on June 15, 2004.

By: Burton H. Snyder, as  
Attorney-in-Fact For: Richard 09/01/2004  
H. Lenny

\*\* 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.**