

HERSHEY FOODS CORP
Form 4
February 08, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Azzara C Daniel

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(Street)

HERSHEY, PA 17033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERSHEY FOODS CORP [HSY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Global R&D

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/04/2005		M	1,000 A \$ 30.75	3,000	D	
Common Stock	02/04/2005		S	1,000 D \$ 59.92	2,000	D	
Common Stock	02/04/2005		M	1,400 A \$ 30.75	3,400	D	
Common Stock	02/04/2005		S	1,400 D \$ 59.94	2,000	D	
Common Stock	02/04/2005		M	1,200 A \$ 30.75	3,200	D	

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Common Stock	02/04/2005	S	1,200	D	\$ 59.93	2,000	D	
Common Stock	02/04/2005	M	800	A	\$ 30.75	2,800	D	
Common Stock	02/04/2005	S	800	D	\$ 59.91	2,000	D	
Common Stock	02/04/2005	M	700	A	\$ 30.75	2,700	D	
Common Stock	02/04/2005	S	700	D	\$ 59.93	2,000	D	
Common Stock	02/04/2005	M	700	A	\$ 30.75	2,700	D	
Common Stock	02/04/2005	S	700	D	\$ 59.88	2,000	D	
Common Stock	02/04/2005	M	300	A	\$ 22.5	2,300	D	
Common Stock	02/04/2005	S	300	D	\$ 59.9	2,000	D	
Common Stock	02/04/2005	M	1,400	A	\$ 22.5	3,400	D	
Common Stock	02/04/2005	S	1,400	D	\$ 59.85	2,000	D	
Common Stock	02/04/2005	M	900	A	\$ 22.5	2,900	D	
Common Stock	02/04/2005	S	900	D	\$ 59.86	2,000	D	
Common Stock	02/04/2005	M	1,100	A	\$ 22.5	3,100	D	
Common Stock	02/04/2005	S	1,100	D	\$ 59.87	2,000	D	
Common Stock	02/04/2005	M	1,800	A	\$ 22.5	3,800	D	
Common Stock	02/04/2005	S	1,800	D	\$ 59.89	2,000	D	
Common Stock	02/04/2005	M	300	A	\$ 22.5	2,300	D	
Common Stock	02/04/2005	S	300	D	\$ 59.88	2,000	D	
Common Stock						2,395.75	I	401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	300	<u>(1)</u> 01/13/2010	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	1,400	<u>(1)</u> 01/13/2010	Common Stock	1,400
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	900	<u>(1)</u> 01/13/2010	Common Stock	900
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	1,100	<u>(1)</u> 01/13/2010	Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	1,800	<u>(1)</u> 01/13/2010	Common Stock	1,800
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M	300	<u>(1)</u> 01/13/2010	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005		M	1,000	01/19/2000 01/19/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005		M	1,400	01/19/2000 01/19/2008	Common Stock	1,400
	\$ 30.75	02/04/2005		M	1,200	01/19/2000 01/19/2008		1,200

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	800	01/19/2000	01/19/2008	Common Stock	80	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	700	01/19/2000	01/19/2008	Common Stock	70	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	700	01/19/2000	01/19/2008	Common Stock	70	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azzara C Daniel 100 CRYSTAL A DRIVE HERSHEY, PA 17033			VP, Global R&D	

Signatures

C. Daniel
Azzara
02/07/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The options vest according to the following schedule: 25% vested on January 13, 2001; an additional 25% vested on January 13, 2002; an additional 25% vested on January 13, 2003; and the final 25% vested on January 13, 2004.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) included.

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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