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HERSHEY FOODS CORP

Form 4

February 08, 2002

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

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.
- Name and Address of Reporting Person(s) Snyder, Burton H 100 Crystal A Drive

Hershey, Pennsylvania 17033

- 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)

Senior VP, General Counsel and

Secretary

- 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)Trans- action		4.Securities Acquired(A) or Disposed of (D)		
	Date (Month/	Code		A or	
	Day/Year)	Code V	Amount	D	Price
Common Stock	01/25/02	M	2,000.0000	Α	\$24.50000
Common Stock	01/25/02	S	2,000.0000	D	\$68.20000
Common Stock	01/25/02	M	1,000.0000	Α	\$26.50000
Common Stock	01/25/02	S	1,000.0000	D	\$68.20000
Common Stock					

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	3)Trans- action Date	4)Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	
Non-Qualified Stock Option	Security \$24.50000	01/25/02	Code V M	A 	D

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(right to buy) (1)					
Non-Qualified Stock Option	\$26.50000	01/25/02	M		1,000.00
(right to buy) (1)					
Non-Qualified Stock Option	\$69.31000	01/22/02	A	9,750.0000	
(right to buy) (1)					

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)Trans- action Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8)Price of Deri- vative Security
Nam Ouglified Charle Oution	01/25/02	Common Chaple	2 000 0000	\$68.20000
Non-Qualified Stock Option (right to buy) (1)	01/23/02	Common Stock	2,000.0000	300.20000
Non-Qualified Stock Option	01/25/02	Common Stock	1,000.0000	\$68.20000
(right to buy) (1)				
Non-Qualified Stock Option (right to buy) (1)	01/22/02	Common Stock	9,750.0000	

SIGNATURE OF REPORTING PERSON /S/ Snyder, Burton H
DATE 02/06/02