

BRACE RAYMOND  
Form 4  
February 04, 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 \*  
BRACE RAYMOND

(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)  
02/02/2005

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)  
SVP, Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/02/2005		M		200 A \$ 29.7188	8,348	D
Common Stock	02/02/2005		S		200 D \$ 59.5	8,148	D
Common Stock	02/02/2005		M		400 A \$ 29.7188	8,548	D
Common Stock	02/02/2005		S		400 D \$ 59.53	8,148	D
Common Stock	02/02/2005		M		100 A \$ 29.7188	8,248	D

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Common Stock	02/02/2005	S	100	D	\$ 59.51	8,148	D	
Common Stock	02/02/2005	M	1,800	A	\$ 29.7188	9,948	D	
Common Stock	02/02/2005	S	1,800	D	\$ 59.5	8,148	D	
Common Stock	02/02/2005	M	800	A	\$ 29.7188	8,948	D	
Common Stock	02/02/2005	S	800	D	\$ 59.48	8,148	D	
Common Stock	02/02/2005	M	3,900	A	\$ 29.7188	12,048	D	
Common Stock	02/02/2005	S	3,900	D	\$ 59.45	8,148	D	
Common Stock	02/02/2005	M	3,100	A	\$ 29.7188	11,248	D	
Common Stock	02/02/2005	S	3,100	D	\$ 59.42	8,148	D	
Common Stock	02/02/2005	M	100	A	\$ 29.7188	8,248	D	
Common Stock	02/02/2005	S	100	D	\$ 59.4	8,148	D	
Common Stock	02/02/2005	M	200	A	\$ 29.7188	8,348	D	
Common Stock	02/02/2005	S	200	D	\$ 59.36	8,148 <sup>(1)</sup>	D	
Common Stock	02/02/2005	S	248	D	\$ 59.31	7,900	D	
Common Stock	02/02/2005	S	4,200	D	\$ 59.32	3,700	D	
Common Stock	02/02/2005	S	600	D	\$ 59.39	3,100	D	
Common Stock	02/02/2005	S	3,100	D	\$ 59.4	0	D	
Common Stock						15,909.13	I	401(k) Plan

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

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(9-02)

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**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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	5,200	01/14/2001 01/13/2009	Common Stock	5,200	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	100	01/14/2001 01/13/2009	Common Stock	100	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	300	01/14/2001 01/13/2009	Common Stock	300	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	100	01/14/2001 01/13/2009	Common Stock	100	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	100	01/14/2001 01/13/2009	Common Stock	100	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	200	01/14/2001 01/13/2009	Common Stock	200	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	300	01/14/2001 01/13/2009	Common Stock	300	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005		M	200	01/14/2001 01/13/2009	Common Stock	200	

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Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	200	01/14/2001	01/13/2009	Common Stock	20
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	400	01/14/2001	01/13/2009	Common Stock	40
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	100	01/14/2001	01/13/2009	Common Stock	10
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	1,800	01/14/2001	01/13/2009	Common Stock	1,8
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	800	01/14/2001	01/13/2009	Common Stock	80
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	3,900	01/14/2001	01/13/2009	Common Stock	3,9
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	3,100	01/14/2001	01/13/2009	Common Stock	3,1
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	100	01/14/2001	01/13/2009	Common Stock	10
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 29.7188	02/02/2005	M	200	01/14/2001	01/13/2009	Common Stock	20
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	1,800	01/19/2000	01/19/2008	Common Stock	1,8
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	1,900	01/19/2000	01/19/2008	Common Stock	1,9
	\$ 30.75	02/02/2005	M	4,000	01/19/2000	01/19/2008		4,0

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Non-Qualified Stock Option (right to buy) <u>(3)</u>								Common Stock	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	300	01/19/2000	01/19/2008	Common Stock	30	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	2,000	01/19/2000	01/19/2008	Common Stock	2,000	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	600	01/19/2000	01/19/2008	Common Stock	600	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	200	01/19/2000	01/19/2008	Common Stock	200	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	100	01/19/2000	01/19/2008	Common Stock	100	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	600	01/19/2000	01/19/2008	Common Stock	600	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	300	01/19/2000	01/19/2008	Common Stock	300	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	100	01/19/2000	01/19/2008	Common Stock	100	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	300	01/19/2000	01/19/2008	Common Stock	300	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 30.75	02/02/2005	M	200	01/19/2000	01/19/2008	Common Stock	200	

