

BRACE RAYMOND
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
X Officer (give title below) ___ Other (specify below)

SVP, Operations

6. 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 (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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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 control number.

SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: BRACE RAYMOND - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 30.75	02/02/2005	M		1,400		01/19/2000	01/19/2008	Common Stock	1,4	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		1,800		02/03/2000	02/03/2008	Common Stock	1,8	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		1,300		02/03/2000	02/03/2008	Common Stock	1,3	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		100		02/03/2000	02/03/2008	Common Stock	10	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		400		02/03/2000	02/03/2008	Common Stock	40	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		600		02/03/2000	02/03/2008	Common Stock	60	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		400		02/03/2000	02/03/2008	Common Stock	40	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		800		02/03/2000	02/03/2008	Common Stock	80	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		600		02/03/2000	02/03/2008	Common Stock	60	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRACE RAYMOND 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Operations	

Signatures

By: Bonnie S. Martin, as Attorney-in-Fact For: Raymond
Brace 02/04/2005

__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) These options are from an option grant previously reported as 6,900 options at an exercise price of \$61.50. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
- (2) These options are from an option grant previously reported as 3,000 options at an exercise price of \$63.6875. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.