

HERSHEY FOODS CORP
Form SC 13G
February 10, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

Hershey Foods Corporation
(Name of Issuer)

Common Stock, one dollar (\$1.00) par value
(Title of Class of Securities)

427866 10 8
(CUSIP Number)

07/28/04
(Date of Event, Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- / / Rule 13d-1(b)
- / / Rule 13d-1(c)
- /X / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

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 1745 (12-02)

CUSIP No. 427866 10 8

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
Milton Hershey School and School Trust (Hershey Trust Company,
Trustee in Trust for Milton Hershey School)
FIN 23-1353340
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Pennsylvania

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

5. SOLE VOTING POWER
None

6. SHARED VOTING POWER
None

7. SOLE DISPOSITIVE POWER
None

8. SHARED DISPOSITIVE POWER
13,271,753 shares of Common Stock plus
60,612,012 shares of Class B Common
Stock (\$1.00 par value) convertible share
for share into Common Stock for a total of
73,883,765

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,271,753 shares of Common Stock plus
60,612,012 shares of Class B Common Stock (\$1.00 par value)
convertible share for share into Common Stock for a total of
73,883,765

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.1% (13,271,753 of 185,746,408 outstanding)
30.0% (73,883,765 of 246,587,917 outstanding pursuant to Rule
13d-3(d)(1))

12. TYPE OF REPORTING PERSON (See Instructions)
OO

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Item 1(a) NAME OF ISSUER:

Hershey Foods Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

P.O. Box 810, Hershey, Pennsylvania 17033

Item 2(a) NAME OF PERSON FILING:

Hershey Trust Company, Trustee in Trust for Milton
Hershey School Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE,
RESIDENCE:

100 Mansion Road East, P.O. Box 445, Hershey,
Pennsylvania 17033

(c) CITIZENSHIP:

Pennsylvania Charitable Trust

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, one dollar (\$1.00) par value

(e) CUSIP NUMBER:

427866 10 8

Item 3.

Not applicable.

Item 4. OWNERSHIP:

The following information is provided as of December 31, 2004:

(a) AMOUNT BENEFICIALLY OWNED:

13,271,753 shares of Common Stock plus
60,612,012 shares of Class B Common Stock (\$1.00
par value) convertible share for share into Common
Stock for a total of 73,883,765

(b) PERCENT OF CLASS:

7.1% (13,271,753 of 185,746,408 outstanding);
30.0% (73,883,765 of 246,587,917 outstanding
pursuant to Rule 13d-3(d)(1))

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:
None

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:
None

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION
OF:
None

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION
OF:
13,271,753 shares of Common Stock plus

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60,612,012 shares of Class B Common Stock (\$1.00 par value) convertible share for share into Common Stock for a total of 73,883,765

- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the follow / /.
Not Applicable.
- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
Not Applicable.
- Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not Applicable.
- Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not Applicable.
- Item 9. NOTICE OF DISSOLUTION OF GROUP
Not Applicable.
- Item 10. CERTIFICATION
BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OF OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2005

HERSHEY TRUST COMPANY,
TRUSTEE IN TRUST FOR
MILTON HERSHEY SCHOOL

By /s/ Robert C. Vowler
Robert C. Vowler, President & CEO
HERSHEY TRUST COMPANY,
Trustee