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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.

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

Hershey, Pennsylvania 17033

2. 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
 Officer (give title below) Other (specify below)
Senior VP, General Counsel and
Secretary

7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D	Price
Common Stock	01/25/02	M	2,000.0000	A	\$24.50000
Common Stock	01/25/02	S	2,000.0000	D	\$68.20000
Common Stock	01/25/02	M	1,000.0000	A	\$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 Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A	D
Non-Qualified Stock Option	\$24.50000	01/25/02	M		2,000.00

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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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Amount or Number of Shares	
-		Title	
Non-Qualified Stock Option (right to buy) (1)	01/25/02	Common Stock	2,000.0000 \$68.20000
Non-Qualified Stock Option (right to buy) (1)	01/25/02	Common Stock	1,000.0000 \$68.20000
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