

CERMINARA FRANK
Form 4
November 24, 2004

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 *
CERMINARA FRANK

(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)
11/22/2004

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, Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/22/2004 | | M | 4,600 | A \$ 22.25 | 6,740.9239 | D |
| Common Stock | 11/22/2004 | | S | 4,600 | D \$ 51.85 | 2,140.9239 | D |
| Common Stock | 11/22/2004 | | M | 200 | A \$ 22.25 | 2,340.9239 | D |
| Common Stock | 11/22/2004 | | S | 200 | D \$ 51.87 | 2,140.9239 | D |
| Common Stock | 11/22/2004 | | M | 2,000 | A \$ 22.25 | 4,140.9239 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|------------------------------|---|----------------|
| Common Stock | 11/22/2004 | | S | 2,000 | D | \$ 51.85 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 200 | A | \$ 22.25 | 2,340.9239 | D | |
| Common Stock | 11/22/2004 | | S | 200 | D | \$ 51.88 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 3,000 | A | \$ 22.25 | 5,140.9239 | D | |
| Common Stock | 11/22/2004 | | S | 3,000 | D | \$ 51.83 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 1,000 | A | \$ 22.25 | 3,140.9239 | D | |
| Common Stock | 11/22/2004 | | S | 1,000 | D | \$ 51.85 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 700 | A | \$ 22.25 | 2,840.9239 | D | |
| Common Stock | 11/22/2004 | | S | 700 | D | \$ 51.87 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 900 | A | \$ 22.25 | 3,040.9239 | D | |
| Common Stock | 11/22/2004 | | S | 900 | D | \$ 51.9 | 2,140.9239 | D | |
| Common Stock | 11/22/2004 | | M | 400 | A | \$ 22.25 | 2,540.9239 | D | |
| Common Stock | 11/22/2004 | | S | 400 | D | \$ 51.94 | 2,140.9239 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 13,070.72 | I | 401(k) Plan |

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

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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 (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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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| | | | | (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>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 4,600 | 01/08/1999 | 01/07/2007 | Common Stock | 4,6 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 200 | 01/08/1999 | 01/07/2007 | Common Stock | 20 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 2,000 | 01/08/1999 | 01/07/2007 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 200 | 01/08/1999 | 01/07/2007 | Common Stock | 20 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 3,000 | 01/08/1999 | 01/07/2007 | Common Stock | 3,0 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 1,000 | 01/08/1999 | 01/07/2007 | Common Stock | 1,0 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 700 | 01/08/1999 | 01/07/2007 | Common Stock | 70 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 900 | 01/08/1999 | 01/07/2007 | Common Stock | 90 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.25 | | 11/22/2004 | M | | | 400 | 01/08/1999 | 01/07/2007 | Common Stock | 40 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CERMINARA FRANK 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | | SVP, Chief Financial Officer | |

Signatures

Cerminara Frank 11/24/2004

**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) The total amount includes the acquisition of 1,061.0893 additional shares as a result of a 2-for-1 stock split on June 15, 2004.
- (2) These options are from an option grant previously reported as 6,500 options at an exercise price of \$44.50. The option grant was adjusted to reflect the 2-for-1 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

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