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HERSHEY FOODS CORP

Form 4

February 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL			2. Issuer Name and Ticker or Trading Symbol HERSHEY FOODS CORP [HSY]				₅	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 100 MANSION ROAD EAST, P O BOX 445			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2005					DirectorX 10% Owner Officer (give title below) Other (specify below)			
(Street) HERSHEY, PA 17033			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		(7°)						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	-Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	ecution Date, if		4. Securities Acquired (A) for Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)	
Common Stock, \$1.00 par value	02/08/2005	02/11/2005	5	D	15,000	D	\$ 60.9733	389,000	I	By Hershey Trust Company	
Common Stock, \$1.00 par value								13,271,753	D		

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. Transactio Code (Instr. 8)	5. DrNumber 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 A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Class B Common Stock, \$1.00 par value (2)	\$ 60.84					02/08/2005(2)	12/31/2050(2)	Common Stock, \$1.00 par value	60,612,

Reporting Owners

Reporting Owner Name / Address	Relationships				
FS	Director	10% Owner	Officer	Other	
HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY					
SCHOOL 100 MANSION ROAD EAST		X			
P O BOX 445 HERSHEY, PA 17033					
A					

Signatures

/s/ Robert C. Vowler, President, Hershey Trust Company, Trustee for Milton Hershey
School
02/09/2005

**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) Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- (2) All shares of Class B Common Stock, \$1.00 par value, are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.

Reporting Owners 2

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(3) Conversion price is the current market price (\$60.84 represents the closing price on 02/08/2005)

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.