

TACKA DAVID W
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
TACKA DAVID W

(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
 Officer (give title below) _____ Other (specify below)
VP, CAO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2005		M		500	A	\$ 30.75
					1,708.9406	D	
Common Stock	02/02/2005		S		500	D	\$ 59.41
					1,208.9406	D	
Common Stock	02/02/2005		M		2,300	A	\$ 30.75
					3,508.9406	D	
Common Stock	02/02/2005		S		2,300	D	\$ 59.38
					1,208.9406	D	
Common Stock	02/02/2005		M		1,200	A	\$ 30.75
					2,408.9406	D	

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Common Stock	02/02/2005		S	1,200	D	\$ 59.39	1,208.9406	D	
Common Stock	02/02/2005		M	1,000	A	\$ 30.75	2,208.9406	D	
Common Stock	02/02/2005		S	1,000	D	\$ 59.38	1,208.9406	D	
Common Stock	02/02/2005		M	4,300	A	\$ 30.75	5,508.9406	D	
Common Stock	02/02/2005		S	4,300	D	\$ 59.39	1,208.9406	D	
Common Stock	02/02/2005		M	500	A	\$ 31.8438	1,708.9406	D	
Common Stock	02/02/2005		M	200	A	\$ 31.8438	1,908.9406	D	
Common Stock	02/02/2005		S	200	D	\$ 59.36	1,708.9406	D	
Common Stock	02/02/2005		M	300	A	\$ 31.8438	2,008.9406	D	
Common Stock	02/02/2005		S	300	D	\$ 59.37	1,708.9406	D	
Common Stock	02/02/2005		M	1,700	A	\$ 31.8438	3,408.9406	D	
Common Stock	02/02/2005		S	1,700	D	\$ 59.38	1,708.9406	D	
Common Stock	02/02/2005		M	1,300	A	\$ 31.8438	3,008.9406	D	
Common Stock	02/02/2005		S	1,300	D	\$ 59.39	1,708.9406 <u>(1)</u>	D	
Common Stock							4,774.27	I	401(k) Plan

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

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 30.75	02/02/2005	M	500	01/19/2000	01/19/2008	Common Stock	500
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 30.75	02/02/2005	M	2,300	01/19/2000	01/19/2008	Common Stock	2,300
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 30.75	02/02/2005	M	1,200	01/19/2000	01/19/2008	Common Stock	1,200
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 30.75	02/02/2005	M	1,000	01/19/2000	01/19/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 30.75	02/02/2005	M	4,300	01/19/2000	01/19/2008	Common Stock	4,300
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 31.8438	02/02/2005	M	500	02/03/2000	02/03/2008	Common Stock	500
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 31.8438	02/02/2005	M	200	02/03/2000	02/03/2008	Common Stock	200
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 31.8438	02/02/2005	M	300	02/03/2000	02/03/2008	Common Stock	300
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 31.8438	02/02/2005	M	1,700	02/03/2000	02/03/2008	Common Stock	1,700
	\$ 31.8438	02/02/2005	M	1,300	02/03/2000	02/03/2008		1,300

Non-Qualified
Stock Option
(right to buy)
(3)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033			VP, CAO	

Signatures

Tacka David W. 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) The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 15.2546 shares acquired on June 15, 2004, September 15, 2004 and December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan. The total amount also includes the acquisition of 596.8430 additional shares as a result of the two-for-one stock split on June 15, 2004.
 - (2) These options are from an option grant previously reported as 4,650 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.
 - (3) These options are from an option grant previously reported as 2,000 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) included

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

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