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ESHLEMAN DENNIS N

Form 4

February 04, 2003

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)
Eshleman Dennis N
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/Day/Year
2/4/03

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below) Vice President,
Strategy & Innovation

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 | 02/03/03 | A | 44.0000 | A | \$65.56000 |
| Common Stock | 02/03/03 | F | 44.0000 | D | \$65.56000 |
| Common Stock | | | | | |
| 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 |
|---|--|-----------------------------|---------------------------------------|---|---|
| Deferred Performance Share Units (1) | | 02/03/03 | A | 1,981.0000 | |
| Non-Qualified Stock Option | \$64.50000 | 02/03/03 | A | 18,900.0000 | |

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(right to buy) (3)

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 | Amount or Number of Shares | 8) Price of Derivative Security |
|---|---------------------|--|----------------------------|---------------------------------|
| - | | Title | | |
| Deferred Performance Share Units (1) | 02/03/03 | Common Stock | 1,981.0000 | |
| Non-Qualified Stock Option (right to buy) (3) | 02/03/03 | Common Stock | 18,900.0000 | |

SIGNATURE OF REPORTING PERSON
 /S/ Eshleman Dennis N
 DATE 02/04/03