

BRACE RAYMOND  
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 \*  
BRACE RAYMOND

(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)  
SVP, Operations

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/02/2005		M		1,300	A	\$ 31.8438	9,448	D	
Common Stock	02/02/2005		S		1,300	D	\$ 59.41	8,148	D	
Common Stock	02/02/2005		M		100	A	\$ 31.8438	8,248	D	
Common Stock	02/02/2005		S		100	D	\$ 59.43	8,148	D	
Common Stock	02/02/2005		M		400	A	\$ 31.8438	8,548	D	

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Common Stock	02/02/2005	S	400	D	\$ 59.44	8,148	D
Common Stock	02/02/2005	M	600	A	\$ 31.8438	8,748	D
Common Stock	02/02/2005	S	600	D	\$ 59.42	8,148	D
Common Stock	02/02/2005	M	400	A	\$ 31.8438	8,548	D
Common Stock	02/02/2005	S	400	D	\$ 59.41	8,148	D
Common Stock	02/02/2005	M	800	A	\$ 31.8438	8,948	D
Common Stock	02/02/2005	S	800	D	\$ 59.43	8,148	D
Common Stock	02/02/2005	M	600	A	\$ 31.8438	8,748	D
Common Stock	02/02/2005	S	600	D	\$ 59.45	8,148	D
Common Stock	02/02/2005	M	5,200	A	\$ 29.7188	13,348	D
Common Stock	02/02/2005	S	5,200	D	\$ 59.49	8,148	D
Common Stock	02/02/2005	M	100	A	\$ 29.7188	8,248	D
Common Stock	02/02/2005	S	100	D	\$ 59.48	8,148	D
Common Stock	02/02/2005	M	300	A	\$ 29.7188	8,448	D
Common Stock	02/02/2005	S	300	D	\$ 59.49	8,148	D
Common Stock	02/02/2005	M	100	A	\$ 29.7188	8,248	D
Common Stock	02/02/2005	S	100	D	\$ 59.5	8,148	D
Common Stock	02/02/2005	M	100	A	\$ 29.7188	8,248	D
Common Stock	02/02/2005	S	100	D	\$ 59.48	8,148	D
Common Stock	02/02/2005	M	200	A	\$ 29.7188	8,348	D
	02/02/2005	S	200	D	\$ 59.49	8,148	D

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Common Stock								
Common Stock	02/02/2005		M	300	A	\$ 29.7188	8,448	D
Common Stock	02/02/2005		S	300	D	\$ 59.51	8,148	D
Common Stock	02/02/2005		M	200	A	\$ 29.7188	8,348	D
Common Stock	02/02/2005		S	200	D	\$ 59.49	8,148	D

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

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**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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRACE RAYMOND 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Operations	

## Signatures

By: Bonnie S. Martin, as Attorney-in-Fact For: Raymond Brace  
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).

### Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu

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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