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HERSHEY FOODS CORP

Form 4

February 08, 2002

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) West, David J. 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/Year 01/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[] Director [] 10% Owner

[X] Officer (give title below) [] Other (specify below)

Vice President, Business

Planning & Development

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] 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
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1) Title of Security	2)Trans- action		4.Securities Acquired(A) or Disposed of (D)	
	Date	Code		A
	(Month/			or
	Day/Year)	Code V	Amount	D Price

Common Stock

12/31/01 A 26.6700 A (1) Common Stock (1)

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	3)Trans- action Date	4)Trans- action Code	5)Number of Derivative Securities Acquired (A) or Disposed of (D)	
	Derivative Security		Code V	A	D

Non-Qualified Stock Option \$69.31000 01/22/02 A 12,500.0000 (right to buy) (2)

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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)Trans- action Date	7) Title and Amount of Underlying Securities	8)Price of Deri- vative	
			Amount or	Security
			Number of	
_		Title	Shares	
Non-Qualified Stock Option (right to buy) (2)	01/22/02	Common Stock	12,500.0000	

SIGNATURE OF REPORTING PERSON /S/ West, David J.
DATE February 8, 2002