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HERSHEY FOODS CORP

Form 5

February 08, 2002

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- [] Form 3 Holdings Reported
- [] Form 4 Transactions Reported
- 1. Name and Address of Reporting Person(s) Wolfe Kenneth L 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

12/01

- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] 10% Owner [X] Director
 - [X] Officer (give title below) [] Other (specify below)

Retired Chairman

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

Tahla T	Non-Derivative	Sacurities	Acquired	Dienosad	οf	or	Reneficially	7 Owned
Table I	NOII-Delivative	Securities	ACGUITEG,	DISPOSED	O_{\perp}	OT	Delleticiati	Ownea

1) Title of Security	2)Trans- action		4.Securities Acquired(A) or Disposed of (D)		
	Date	Code		A	
	(Month/			or	
	Day/Year)	Code	Amount	D Price	
Common Stock	04/23/01	G	7,071.0000	D	
Common Stock (1)	10/25/01	A	75.6600	A	
Common Stock	10/26/01	I	462.0899	D	
Common Stock					

Table II (PART 1) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5) Number of Derivative
Security	or Exercise	action	action	Securities Acquired (A)
	Price of	Date	Code	or Disposed of (D)
	Derivative			

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	Security		Code	A	D			
Table II (PART 2) Derivative Securitites 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		Amount or Number of Shares	8)Price of Deri- vative Security			

SIGNATURE OF REPORTING PERSON /S/ Wolfe , Kenneth L DATE FEBRUARY 7, 2002