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)
Willard, Wynn A.
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)
Senior Vice President,
Chief Marketing Officer

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

1)Title of Security	2)Transaction Date (Month/Day/Year)	3.Transaction Code		4.Securities Acquired(A) or Disposed of (D)		
		Code	V	Amount	A or D	Price
Common Stock						
Common Stock	12/31/01	(1)A		17.9400	A	(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 Derivative Security	3)Transaction Date	4)Transaction Code		5)Number of Derivative Securities Acquired (A) or Disposed of (D)	
			Code	V	A	D
Non-Qualified Stock Option (right to buy) (2)	$69.31000	01/22/02	A		18,000.0000	

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 Security
-		Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy) (2)	01/22/02	Common Stock	18,000.0000	

SIGNATURE OF REPORTING PERSON
/S/ Willard, Wynn A.
DATE February 8, 2002