

LENNY RICHARD H
Form 4
December 01, 2004

FORM 4

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

OMB APPROVAL

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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 *
LENNY RICHARD H

2. Issuer Name and Ticker or Trading Symbol
HERSHEY FOODS CORP [HSY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

HERSHEY, PA 17033

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	11/30/2004		M		11,700	A	\$ 32.325	136,682.7934	D	
Common Stock	11/30/2004		S		11,700	D	\$ 52.29	124,982.7934	D	
Common Stock	11/30/2004		M		1,800	A	\$ 32.325	126,782.7934	D	
Common Stock	11/30/2004		S		1,800	D	\$ 52.02	124,982.7934	D	
Common Stock	11/30/2004		M		1,300	A	\$ 32.325	126,282.7934	D	
	11/30/2004		S		1,300	D	\$ 52.01	124,982.7934	D	

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Common
Stock

Common Stock 11/30/2004 M 7,700 A \$ 32.325 132,682.7934 D

Common Stock 11/30/2004 S 7,700 D \$ 52 124,982.7934 D

Common Stock 630.92 I 401(k)
Plan

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004		M	2,300	(1) 03/12/2011	Common Stock	2,300
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004		M	2,300	(1) 03/12/2011	Common Stock	2,300
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004		M	500	(1) 03/12/2011	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004		M	700	(1) 03/12/2011	Common Stock	700
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004		M	500	(1) 03/12/2011	Common Stock	500
Non-Qualified Stock Option	\$ 32.325	11/30/2004		M	1,600	(1) 03/12/2011	Common Stock	1,600

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(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	2,400	<u>(1)</u>	03/12/2011	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,200	<u>(1)</u>	03/12/2011	Common Stock	1,200
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,000	<u>(1)</u>	03/12/2011	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	300	<u>(1)</u>	03/12/2011	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	7,100	<u>(1)</u>	03/12/2011	Common Stock	7,100
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	800	<u>(1)</u>	03/12/2011	Common Stock	800
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	900	<u>(1)</u>	03/12/2011	Common Stock	900
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,300	<u>(1)</u>	03/12/2011	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	4,600	<u>(1)</u>	03/12/2011	Common Stock	4,600
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	11,700	<u>(1)</u>	03/12/2011	Common Stock	11,700
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,800	<u>(1)</u>	03/12/2011	Common Stock	1,800
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,300	<u>(1)</u>	03/12/2011	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	7,700	<u>(1)</u>	03/12/2011	Common Stock	7,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LENNY RICHARD H 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X		Chairman, President & CEO	

Signatures

Richard H Lenny	12/01/2004
**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).
- (1) The options vest according to the following schedule: 25% vested on March 12, 2002; an additional 25% vested on March 12, 2003; an additional 25% vested on March 12, 2004; and the final 25% will vest on March 12, 2005.

Remarks:

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

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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