

TACKA DAVID W
Form 4
February 04, 2005

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 *
TACKA DAVID W

(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)
VP, CAO

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/02/2005 | | M | | 500 | A | \$ 30.75 | 1,708.9406 | D |
| Common Stock | 02/02/2005 | | S | | 500 | D | \$ 59.41 | 1,208.9406 | D |
| Common Stock | 02/02/2005 | | M | | 2,300 | A | \$ 30.75 | 3,508.9406 | D |
| Common Stock | 02/02/2005 | | S | | 2,300 | D | \$ 59.38 | 1,208.9406 | D |
| Common Stock | 02/02/2005 | | M | | 1,200 | A | \$ 30.75 | 2,408.9406 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------------------------|---|----------------|
| Common Stock | 02/02/2005 | | S | 1,200 | D | \$ 59.39 | 1,208.9406 | D | |
| Common Stock | 02/02/2005 | | M | 1,000 | A | \$ 30.75 | 2,208.9406 | D | |
| Common Stock | 02/02/2005 | | S | 1,000 | D | \$ 59.38 | 1,208.9406 | D | |
| Common Stock | 02/02/2005 | | M | 4,300 | A | \$ 30.75 | 5,508.9406 | D | |
| Common Stock | 02/02/2005 | | S | 4,300 | D | \$ 59.39 | 1,208.9406 | D | |
| Common Stock | 02/02/2005 | | M | 500 | A | \$ 31.8438 | 1,708.9406 | D | |
| Common Stock | 02/02/2005 | | M | 200 | A | \$ 31.8438 | 1,908.9406 | D | |
| Common Stock | 02/02/2005 | | S | 200 | D | \$ 59.36 | 1,708.9406 | D | |
| Common Stock | 02/02/2005 | | M | 300 | A | \$ 31.8438 | 2,008.9406 | D | |
| Common Stock | 02/02/2005 | | S | 300 | D | \$ 59.37 | 1,708.9406 | D | |
| Common Stock | 02/02/2005 | | M | 1,700 | A | \$ 31.8438 | 3,408.9406 | D | |
| Common Stock | 02/02/2005 | | S | 1,700 | D | \$ 59.38 | 1,708.9406 | D | |
| Common Stock | 02/02/2005 | | M | 1,300 | A | \$ 31.8438 | 3,008.9406 | D | |
| Common Stock | 02/02/2005 | | S | 1,300 | D | \$ 59.39 | 1,708.9406 <u>(1)</u> | D | |
| Common Stock | | | | | | | 4,774.27 | 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| | Derivative Security | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|---|------------|--|---|------------------|-----------------------|--------------|----------------------------|
| | | | Code | V | | | | |
| | Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 30.75 | 02/02/2005 | M | 500 | 01/19/2000 01/19/2008 | Common Stock | 500 |
| | Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 30.75 | 02/02/2005 | M | 2,300 | 01/19/2000 01/19/2008 | Common Stock | 2,300 |
| | Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 30.75 | 02/02/2005 | M | 1,200 | 01/19/2000 01/19/2008 | Common Stock | 1,200 |
| | Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 30.75 | 02/02/2005 | M | 1,000 | 01/19/2000 01/19/2008 | Common Stock | 1,000 |
| | Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 30.75 | 02/02/2005 | M | 4,300 | 01/19/2000 01/19/2008 | Common Stock | 4,300 |
| | Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 31.8438 | 02/02/2005 | M | 500 | 02/03/2000 02/03/2008 | Common Stock | 500 |
| | Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 31.8438 | 02/02/2005 | M | 200 | 02/03/2000 02/03/2008 | Common Stock | 200 |
| | Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 31.8438 | 02/02/2005 | M | 300 | 02/03/2000 02/03/2008 | Common Stock | 300 |
| | Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 31.8438 | 02/02/2005 | M | 1,700 | 02/03/2000 02/03/2008 | Common Stock | 1,700 |
| | | \$ 31.8438 | 02/02/2005 | M | 1,300 | 02/03/2000 02/03/2008 | | 1,300 |

Non-Qualified
Stock Option
(right to buy)
(3)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | | VP, CAO | |

Signatures

Tacka David W. 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).
- (1) The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 15.2546 shares acquired on June 15, 2004, September 15, 2004 and December 15, 2004 pursuant to Hershey Foods' Dividend Reinvestment Plan. The total amount also includes the acquisition of 596.8430 additional shares as a result of the two-for-one stock split on June 15, 2004.
 - (2) These options are from an option grant previously reported as 4,650 options at an exercise price of \$61.50. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (3) These options are from an option grant previously reported as 2,000 options at an exercise price of \$63.6875. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.

Remarks:

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

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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