

LENNY RICHARD H

Form 4

December 01, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LENNY RICHARD H

(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)

11/30/2004

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)

Chairman, President &amp; CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2004		M		11,700	A	\$ 32.325
Common Stock	11/30/2004		S		11,700	D	\$ 52.29
Common Stock	11/30/2004		M		1,800	A	\$ 32.325
Common Stock	11/30/2004		S		1,800	D	\$ 52.02
Common Stock	11/30/2004		M		1,300	A	\$ 32.325
	11/30/2004		S		1,300	D	\$ 52.01

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Common  
Stock

Common Stock	11/30/2004	M	7,700	A	\$ 32.325	132,682.7934	D
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Common Stock	11/30/2004	S	7,700	D	\$ 52	124,982.7934	D
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Common Stock						630.92	I	401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 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	2,4
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,200	<u>(1)</u>	03/12/2011	Common Stock	1,2
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,000	<u>(1)</u>	03/12/2011	Common Stock	1,0
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	300	<u>(1)</u>	03/12/2011	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	7,100	<u>(1)</u>	03/12/2011	Common Stock	7,1
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	800	<u>(1)</u>	03/12/2011	Common Stock	80
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	900	<u>(1)</u>	03/12/2011	Common Stock	90
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,300	<u>(1)</u>	03/12/2011	Common Stock	1,3
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	4,600	<u>(1)</u>	03/12/2011	Common Stock	4,6
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	11,700	<u>(1)</u>	03/12/2011	Common Stock	11,7
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,800	<u>(1)</u>	03/12/2011	Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	1,300	<u>(1)</u>	03/12/2011	Common Stock	1,3
Non-Qualified Stock Option (right to buy)	\$ 32.325	11/30/2004	M	7,700	<u>(1)</u>	03/12/2011	Common Stock	7,7

## 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
<u>          </u> 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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