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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)

Tacka David W.

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)

Vice President, Corporate

Controller & CAO

- 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
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1) Title of Security	2)Trans- action Date (Month/ Day/Year)		4.Securities or Disposed Amount	of (A or	D)
Common Stock Common Stock Common Stock	02/08/01 12/31/01 (1 12/31/01 (2) J	231.0000 3.2037 146.2200	A A A	\$62.00000 (1) (2)

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	3)Trans- action	4)Trans- action	5) Number of Derivative Securities Acquired (A)	
	Price of	Date	Code	or Disposed of (D)	
	Derivative				
	Security		Code V	A D	

Non-Qualified Stock Option \$69.31000 01/22/02 A (right to buy) (3)

6,500.0000

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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	•		8)Price of Deri- vative
_		Title	Amount or Number of Shares	Security
Non-Qualified Stock Option (right to buy) (3)	01/22/02	Common Stock	6,500.0000	

SIGNATURE OF REPORTING PERSON /S/ Tacka , David W. DATE February 8, 2002