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HERSHEY FOODS CORP

Form 4

September 18, 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.
- Name and Address of Reporting Person(s) Coughlan, Gary P.
 100 Crystal A Drive

Hershey, Pennsylvania 17033

- 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 09/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [X] Director [] 10% Owner
 - [] Officer (give title below) [] Other (specify below)
- 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 On	wned
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1) Title of Security	2) Trans- action Date (Month/	action Code	- 4.Securities Acquired(A) or Disposed of (D) A or		
Common Stock (1)		Code V J	Amount	D Price A \$73.82000	

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	3)Trans- action Date	4)Trans- action Code	5) Number of Deri Securities Acqui or Disposed of	ired (A)
	Security		Code V	A	D

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative 3) Trans-7) Title and Amount 8) Price

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Security	action Date	of Underlying Securities		of Deri- vative	
			Amount or	Security	
			Number of		
-		Title	Shares		

SIGNATURE OF REPORTING PERSON /S/ By: Bonnie S. Martin For: Gary P. Coughlan DATE 09/17/02