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ESHLEMAN DENNIS N

Form 4/A

March 07, 2003

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

FORM 4

Units (1)

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)

Eshleman Dennis N

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/Day/Year
 2/4/03
- 5. If Amendment, Date of Original (Month/Day/Year) 02/04/03
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below) Vice President, Strategy & Innovation
- 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 Se	ecurities Acquired,	Disposed of, o	r Beneficially Owned

1) Title of Security	2)Trans- action	3.Trans- action		decurities Acquired(A) Disposed of (D) A	
	Date	Code		A	
	(Month/			or	
	Day/Year)	Code V	Amount	D	Price
Common Stock	02/03/03	A	200.0000	А	\$65.56000
Common Stock	02/03/03	F	200.0000	D	\$65.56000
Common Stock					
Common Stock					

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1)Title of Derivative Security	2) Conversion 3) Trans- or Exercise action		4)Trans- action	5) Number of Derivative Securities Acquired (A)		
	Price of	Date	Code	or Disposed of (D)		
	Derivative Security		Code V	А	D	
Deferred Performance Share	\$0.00000	02/03/03	A	1,825.0000		

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Non-Qualified Stock Option \$64.50000 02/03/03 A 18,900.0000 (right to buy) (3)

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	7)Title and Amount of Underlying Securities	8)Price of Deri- vative	
			Amount or	Security
			Number of	
-		Title	Shares	
Deferred Performance Share Units (1)	02/03/03	Common Stock	1,825.0000	
Non-Qualified Stock Option (right to buy) (3)	02/03/03	Common Stock	18,900.0000	

SIGNATURE OF REPORTING PERSON /S/ Eshleman, Dennis N DATE 03/06/03