

SNYDER BURTON H

Form 4

December 02, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
SNYDER BURTON 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
____X____ Officer (give title below) ____ Other (specify below)

SVP, Gen. Counsel & Sec.

6. 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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|----------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/30/2004 | | M | | 7,300 | A | \$ 22.5 | 7,300 | D | |
| Common Stock | 11/30/2004 | | S | | 7,300 | D | \$ 51.8 | 0 | D | |
| Common Stock | 11/30/2004 | | M | | 1,200 | A | \$ 22.5 | 1,200 | D | |
| Common Stock | 11/30/2004 | | S | | 1,200 | D | \$ 51.84 | 0 | D | |
| Common Stock | 11/30/2004 | | M | | 500 | A | \$ 22.5 | 500 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|-------------|
| Common Stock | 11/30/2004 | S | 500 | D | \$ 51.86 | 0 | D | |
| Common Stock | 11/30/2004 | M | 1,000 | A | \$ 22.5 | 1,000 | D | |
| Common Stock | 11/30/2004 | S | 1,000 | D | \$ 51.84 | 0 | D | |
| Common Stock | | | | | | 2,371.5 | 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 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 22.5 | 11/30/2004 | | M | 7,300 | (1) 01/13/2010 | Common Stock | 7,300 |
| Non-Qualified Stock Option (right to buy) | \$ 22.5 | 11/30/2004 | | M | 1,200 | (1) 01/13/2010 | Common Stock | 1,200 |
| Non-Qualified Stock Option (right to buy) | \$ 22.5 | 11/30/2004 | | M | 500 | (1) 01/13/2010 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 22.5 | 11/30/2004 | | M | 1,000 | (1) 01/13/2010 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners | |

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Director 10% Owner Officer Other

SNYDER BURTON H
100 CRYSTAL A DRIVE
HERSHEY, PA 17033

SVP, Gen. Counsel & Sec.

Signatures

Burton H
Snyder 12/01/2004

__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 January 13, 2001; an additional 25% vested on January 13, 2002; an additional 25% vested on January 13, 2003; and the final 25% vested on January 13, 2004.

Remarks:

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

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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