

BRACE RAYMOND
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRACE RAYMOND

2. Issuer Name and Ticker or Trading Symbol
HERSHEY FOODS CORP [HSY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CRYSTAL A DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Operations

HERSHEY, PA 17033

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 30.75	02/02/2005	M		1,400		01/19/2000	01/19/2008	Common Stock	1,4	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		1,800		02/03/2000	02/03/2008	Common Stock	1,8	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		1,300		02/03/2000	02/03/2008	Common Stock	1,3	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		100		02/03/2000	02/03/2008	Common Stock	10	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		400		02/03/2000	02/03/2008	Common Stock	40	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		600		02/03/2000	02/03/2008	Common Stock	60	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		400		02/03/2000	02/03/2008	Common Stock	40	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		800		02/03/2000	02/03/2008	Common Stock	80	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 31.8438	02/02/2005	M		600		02/03/2000	02/03/2008	Common Stock	60	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRACE RAYMOND 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Operations	

Signatures

By: Bonnie S. Martin, as Attorney-in-Fact For: Raymond
Brace 02/04/2005

__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) These options are from an option grant previously reported as 6,900 options at an exercise price of \$61.50. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
- (2) These options are from an option grant previously reported as 3,000 options at an exercise price of \$63.6875. The option grant was adjusted to reflect the two-for-one stock split on June 15, 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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