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HERSHEY FOODS CORP

Form 5

February 08, 2002

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- [] Form 3 Holdings Reported
- [] Form 4 Transactions Reported
- Name and Address of Reporting Person(s)
 Reese Robert M
 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

12/01

- 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)
 - Sr. V.P., General Counsel,

and Secy.

Common Stock

- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - $[{\tt X}]$ 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	2)Trans- action Date (Month/ Day/Year)	3.Trans- action Code Code	4.Securities or Disposed of Amount	_	D)	
Common Stock Common Stock Common Stock	12/31/01 (1 12/31/01 (2 12/31/01 (1	2)A	3.1606 196.5400 6.9679	A A A	\$0.00000	(2)

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

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5) Number of Derivative
Security	or Exercise	action	action	Securities Acquired (A)
	Price of	Date	Code	or Disposed of (D)

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	Derivativ Security	е	Code	A	D
Table II (PART 2) Derivative S Owned (Columns 1,3 and 7 throu		Acquired, Disposed o	f, or Bene	eficially	
1) Title of Derivative Security	•	7) Title and Amount of Underlying Securities		Amount or Number of Shares	8)Price of Deri- vative Security

SIGNATURE OF REPORTING PERSON /S/ Reese , Robert M
DATE February 8, 2002