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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

-] 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
- 1. Name and Address of Reporting Person(s) Hillier, J. Robert 100 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)

[] 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

Tahla T	Non-Derivative	Sacuritias	Acquired	Dienosad	οf	or	Reneficially	7 Owned
Table I	NON-Derryative	Securities	ACGUITEG,	DISPOSED	O_{\perp}	OT	Delleticiati	/ Ownea

1) Title of Security	2)Trans- action		4.Securities Acquired(A) or Disposed of (D)		
	Date (Month/	Code		A	
	(Month) Day/Year)	Code	Amount	or D Price	
Common Stock	10/01/01	A	154.6310	A	

Common S	Stock	10/01/01	A	154.6310	А	
Common S	Stock	12/13/01	J	97.0000	Α	\$64.95000

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 Der	ivative
Security	or Exercise	action	action	Securities Acqui	ired (A)
	Price of	Date	Code	or Disposed of	(D)
	Derivative				
	Security		Code	A	D

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Table II (PART 2) Derivative Securitites 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	:		
-		Title	Amount or Number of Shares	Security	

SIGNATURE OF REPORTING PERSON /S/ Hillier, J. Robert DATE FEBRUARY 7, 2002