

LENNY RICHARD H
Form 4
December 01, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LENNY RICHARD H

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)
11/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 | | 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 11/30/2004 | | M | | 11,700 | A | \$ 32.325 | 136,682.7934 | D | |
| Common Stock | 11/30/2004 | | S | | 11,700 | D | \$ 52.29 | 124,982.7934 | D | |
| Common Stock | 11/30/2004 | | M | | 1,800 | A | \$ 32.325 | 126,782.7934 | D | |
| Common Stock | 11/30/2004 | | S | | 1,800 | D | \$ 52.02 | 124,982.7934 | D | |
| Common Stock | 11/30/2004 | | M | | 1,300 | A | \$ 32.325 | 126,282.7934 | D | |
| | 11/30/2004 | | S | | 1,300 | D | \$ 52.01 | 124,982.7934 | D | |

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Common
Stock

Common Stock 11/30/2004 M 7,700 A \$ 32.325 132,682.7934 D

Common Stock 11/30/2004 S 7,700 D \$ 52 124,982.7934 D

Common Stock 630.92 I 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | | M | 2,300 | <u>(1)</u> 03/12/2011 | Common Stock | 2,300 |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | | M | 2,300 | <u>(1)</u> 03/12/2011 | Common Stock | 2,300 |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | | M | 500 | <u>(1)</u> 03/12/2011 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | | M | 700 | <u>(1)</u> 03/12/2011 | Common Stock | 700 |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | | M | 500 | <u>(1)</u> 03/12/2011 | Common Stock | 500 |
| Non-Qualified Stock Option | \$ 32.325 | 11/30/2004 | | M | 1,600 | <u>(1)</u> 03/12/2011 | Common Stock | 1,600 |

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| | | | | | | | | | |
|---|-----------|------------|---|--------|------------|------------|--------------|--------|--|
| (right to buy) | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 2,400 | <u>(1)</u> | 03/12/2011 | Common Stock | 2,400 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 1,200 | <u>(1)</u> | 03/12/2011 | Common Stock | 1,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 1,000 | <u>(1)</u> | 03/12/2011 | Common Stock | 1,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 300 | <u>(1)</u> | 03/12/2011 | Common Stock | 300 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 7,100 | <u>(1)</u> | 03/12/2011 | Common Stock | 7,100 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 800 | <u>(1)</u> | 03/12/2011 | Common Stock | 800 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 900 | <u>(1)</u> | 03/12/2011 | Common Stock | 900 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 1,300 | <u>(1)</u> | 03/12/2011 | Common Stock | 1,300 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 4,600 | <u>(1)</u> | 03/12/2011 | Common Stock | 4,600 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 11,700 | <u>(1)</u> | 03/12/2011 | Common Stock | 11,700 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 1,800 | <u>(1)</u> | 03/12/2011 | Common Stock | 1,800 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 1,300 | <u>(1)</u> | 03/12/2011 | Common Stock | 1,300 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.325 | 11/30/2004 | M | 7,700 | <u>(1)</u> | 03/12/2011 | Common Stock | 7,700 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LENNY RICHARD H 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | X | | Chairman, President & CEO | |

Signatures

| | |
|--------------------------|------------|
| Richard H | 12/01/2004 |
| Lenny | |
| <u> </u> Signature of | Date |
| Reporting Person | |

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 March 12, 2002; an additional 25% vested on March 12, 2003; an additional 25% vested on March 12, 2004; and the final 25% will vest on March 12, 2005.

Remarks:

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

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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