HERSHEY FOODS CORP

Form 4

December 15, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

COUGHLA	Symbol	2. Issuer Name and Ticker or Trading Symbol HERSHEY FOODS CORP [HSY]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction			(Check all applicable)			
100 CRYST		(Month/Day/Year) 12/15/2004				X Director Officer (give below)		Owner er (specify	
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
	Filed(Mor	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
HERSHEY,									
(City)	(State)	(Zip) Tabl	e I - Non-Γ	erivative	Socur	ities Aca	uired, Disposed o	f or Ranaficial	ly Owned
		1401			Secui		un cu, Disposcu o	i, or Deficiencian	ly Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securi on(A) or D (Instr. 3,	ties A	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc Expiration D		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Teat)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ re		Underlying Securities (Instr. 3 and	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of	nber	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
COUGHLAN GARY P 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X					

Signatures

Gary P.
Coughlan

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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