

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

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 *
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 (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.

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	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)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: BRACE RAYMOND - Form 4

(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	

