

HERSHEY FOODS CORP

Form 4

February 08, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Azzara C Daniel

(Last) (First) (Middle)

100 CRYSTAL A DRIVE

(Street)

HERSHEY, PA 17033

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HERSHEY FOODS CORP [HSY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP, Global R&amp;D

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_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 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/04/2005		M	Amount 1,000 Code V A	\$ 30.75 3,000	D	
Common Stock	02/04/2005		S	Amount 1,000 Code V D	\$ 59.92 2,000	D	
Common Stock	02/04/2005		M	Amount 1,400 Code V A	\$ 30.75 3,400	D	
Common Stock	02/04/2005		S	Amount 1,400 Code V D	\$ 59.94 2,000	D	
Common Stock	02/04/2005		M	Amount 1,200 Code V A	\$ 30.75 3,200	D	

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Common Stock	02/04/2005	S	1,200	D	\$ 59.93	2,000	D	
Common Stock	02/04/2005	M	800	A	\$ 30.75	2,800	D	
Common Stock	02/04/2005	S	800	D	\$ 59.91	2,000	D	
Common Stock	02/04/2005	M	700	A	\$ 30.75	2,700	D	
Common Stock	02/04/2005	S	700	D	\$ 59.93	2,000	D	
Common Stock	02/04/2005	M	700	A	\$ 30.75	2,700	D	
Common Stock	02/04/2005	S	700	D	\$ 59.88	2,000	D	
Common Stock	02/04/2005	M	300	A	\$ 22.5	2,300	D	
Common Stock	02/04/2005	S	300	D	\$ 59.9	2,000	D	
Common Stock	02/04/2005	M	1,400	A	\$ 22.5	3,400	D	
Common Stock	02/04/2005	S	1,400	D	\$ 59.85	2,000	D	
Common Stock	02/04/2005	M	900	A	\$ 22.5	2,900	D	
Common Stock	02/04/2005	S	900	D	\$ 59.86	2,000	D	
Common Stock	02/04/2005	M	1,100	A	\$ 22.5	3,100	D	
Common Stock	02/04/2005	S	1,100	D	\$ 59.87	2,000	D	
Common Stock	02/04/2005	M	1,800	A	\$ 22.5	3,800	D	
Common Stock	02/04/2005	S	1,800	D	\$ 59.89	2,000	D	
Common Stock	02/04/2005	M	300	A	\$ 22.5	2,300	D	
Common Stock	02/04/2005	S	300	D	\$ 59.88	2,000	D	
Common Stock						2,395.75	I	401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		300		<u>(1)</u>	01/13/2010	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		1,400		<u>(1)</u>	01/13/2010	Common Stock	1,4
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		900		<u>(1)</u>	01/13/2010	Common Stock	90
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		1,100		<u>(1)</u>	01/13/2010	Common Stock	1,1
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		1,800		<u>(1)</u>	01/13/2010	Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 22.5	02/04/2005		M		300		<u>(1)</u>	01/13/2010	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005		M		1,000		01/19/2000	01/19/2008	Common Stock	1,0
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005		M		1,400		01/19/2000	01/19/2008	Common Stock	1,4
	\$ 30.75	02/04/2005		M		1,200		01/19/2000	01/19/2008		1,2

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	800	01/19/2000	01/19/2008	Common Stock	80	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	700	01/19/2000	01/19/2008	Common Stock	70	
Non-Qualified Stock Option (right to buy)	\$ 30.75	02/04/2005	M	700	01/19/2000	01/19/2008	Common Stock	70	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azzara C Daniel 100 CRYSTAL A DRIVE HERSHEY, PA 17033			VP, Global R&D	

## Signatures

C. Daniel  
Azzara

02/07/2005

\_\_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).
- (1) The options vest according to the following schedule: 25% vested on January 13, 2001; an additional 25% vested on January 13, 2002; an additional 25% vested on January 13, 2003; and the final 25% vested on January 13, 2004.

### 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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