

HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL
Form 4

November 30, 2004

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERSHEY TRUST CO TRUSTEE
IN TRUST FOR MILTON
HERSHEY SCHOOL

(Last) (First) (Middle)

100 MANSION ROAD EAST, P O
BOX 445

(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)
11/24/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$1.00 par value	11/24/2004	11/29/2004	D		10,000	D	\$ 52.4642	404,000	I
									By Hershey Trust Company <u>(1)</u>
Common Stock, \$1.00 par value								13,271,753	D

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock, \$1.00 par value ⁽²⁾	\$ 52.19 ⁽³⁾					11/24/2004 ⁽²⁾ 12/31/2050 ⁽²⁾	Common Stock, \$1.00 par value 60,612,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY
SCHOOL
100 MANSION ROAD EAST
P O BOX 445
HERSHEY, PA 17033

X

Signatures

/s/ Robert C. Vowler, President, Hershey Trust Company, Trustee for Milton Hershey
School

11/30/2004

 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) Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- (2) All shares of Class B common stock, \$1.00 par value, are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.

(3) Conversion price is the current market price (\$52.19 represents the closing price on 11/24/04).

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.