

Edgar Filing: HERSHEY FOODS CORP - Form 4

HERSHEY FOODS CORP
 Form 4
 March 08, 2001

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

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
 Reese Robert M
 100 Crystal A Drive

Hershey, Pennsylvania 17033

2. Issuer Name and Ticker or Trading Symbol
 Hershey Foods Corporation (HSY)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
 02/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. V.P., General Counsel,
 and Secy.
7. Individual or Joint/Group Filing (Check Applicable Line)
 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) A or D Price
Common Stock (1)	02/09/01	M	4,000.0000 A \$22.37500
Common Stock	02/09/01	S	4,000.0000 D \$64.03530
Common Stock (1)	02/13/01	M	4,000.0000 A \$22.37500
Common Stock	02/13/01	S	4,000.0000 D \$64.30500
Common Stock			
Common Stock			
Common Stock			

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
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Non-Qualified Stock Option (right to buy) (1)	\$22.37500	02/09/01	M	4,000.00
Non-Qualified Stock Option (right to buy) (1)	\$22.37500	02/13/01	M	4,000.00

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
-			
Non-Qualified Stock Option (right to buy) (1)	02/09/01	Common Stock	4,000.0000 \$64.03530
Non-Qualified Stock Option (right to buy) (1)	02/13/01	Common Stock	4,000.0000 \$64.30500

SIGNATURE OF REPORTING PERSON
 /S/ Reese, Robert M
 DATE 03/09/2001