

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  
  
(City) (State) (Zip)

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

**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.

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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 | 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                     |                    |                 |                                |  |
|---|------------------------------------|------------------|------------|---|-------|-----|---------------------|--------------------|-----------------|--------------------------------|--|
|   |                                    |                  | Code       | V   | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amo<br>or<br>Num<br>of<br>Shar |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(1)</u> | \$ 30.75                           | 02/02/2005       | M          |   | 1,400 |     | 01/19/2000          | 01/19/2008         | Common<br>Stock | 1,4                            |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 1,800 |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 1,8                            |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 1,300 |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 1,3                            |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 100   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 10                             |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 400   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 40                             |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 600   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 60                             |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 400   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 40                             |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 800   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 80                             |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(2)</u> | \$ 31.8438                         | 02/02/2005       | M          |   | 600   |     | 02/03/2000          | 02/03/2008         | Common<br>Stock | 60                             |  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| BRACE RAYMOND<br>100 CRYSTAL A DRIVE<br>HERSHEY, PA 17033 |               |           | SVP, Operations |       |

## Signatures

By: Bonnie S. Martin, as Attorney-in-Fact For: Raymond  
Brace 02/04/2005

\_\_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) These options are from an option grant previously reported as 6,900 options at an exercise price of \$61.50. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
- (2) These options are from an option grant previously reported as 3,000 options at an exercise price of \$63.6875. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.

### Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu

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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