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CARR JAY F

Form 4

March 08, 2002

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) $\,$

Carr Jay F.

100 Crystal A Drive

Hershey, Pennsylvania 17033

- 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 02/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[] Director [] 10% Owner

[X] Officer (give title below) [] Other (specify below)

VP, Hershey International

- 7. 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 Own	ed
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1) Title of Security	2)Trans- action Date (Month/ Day/Year)	3.Trans- action Code Code V	4.Securities or Disposed	of (A or	D)
Common Stock (1) Common Stock Common Stock	02/26/02 02/26/02	M S	11,600.0000 11,600.0000		\$33.06250 \$71.74370

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	3)Trans- action Date	4)Trans- action Code	5)Number of Derivative Securities Acquired (A) or Disposed of (D)		
	Security		Code V	A	D	
Non-Qualified Stock Option (right to buy) (1)	\$33.06250	02/26/02	М		11,600.0	

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

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1)Title of Derivative Security	3)Trans- action Date	7)Title and Amount of Underlying Securities	8)Price of Deri- vative	
			Amount or	Security
_		Title	Number of Shares	
Non-Qualified Stock Option (right to buy) (1)	02/26/02	Common Stock	11,600.0000	\$71.74370

SIGNATURE OF REPORTING PERSON /S/ Carr, Jay F.
DATE March 8, 2002