

Edgar Filing: HERSHEY FOODS CORP - Form 4

HERSHEY FOODS CORP
 Form 4
 April 09, 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)
 Brace Raymond
 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
 03/01
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)
 V.P., Conversion & Procurement
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)	03/28/01	M	A	\$24.18750
Common Stock	03/28/01	S	D	\$67.20000
Common Stock				
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
------------------------------------	--	-----------------------------	---------------------------------------	--

Edgar Filing: HERSHEY FOODS CORP - Form 4

Non-Qualified Stock Option \$24.18750 03/28/01 M 7,700.00
(right to buy) (1)

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
		Amount or Number of Shares	
-		Title	
Non-Qualified Stock Option (right to buy) (1)	03/28/01	Common Stock	7,700.0000 \$67.20000

SIGNATURE OF REPORTING PERSON
/S/ Brace, Raymond
DATE 04/08/01