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ESHLEMAN DENNIS N

Form 4/A

March 07, 2003

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)  
Eshleman Dennis N  
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/Day/Year  
2/4/03

5. If Amendment, Date of Original (Month/Day/Year)  
02/04/03

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below) Vice President,  
Strategy & Innovation

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 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) Amount	A or D	Price
Common Stock	02/03/03	A	200.0000	A	\$65.56000
Common Stock	02/03/03	F	200.0000	D	\$65.56000
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
Deferred Performance Share Units (1)	\$0.00000	02/03/03	A	1,825.0000	

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Non-Qualified Stock Option      \$64.50000      02/03/03      A      18,900.0000  
(right to buy) (3)

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	Amount or Number of Shares	8) Price of Derivative Security
-		Title		
Deferred Performance Share Units (1)	02/03/03	Common Stock	1,825.0000	
Non-Qualified Stock Option (right to buy) (3)	02/03/03	Common Stock	18,900.0000	

SIGNATURE OF REPORTING PERSON  
/S/ Eshleman, Dennis N  
DATE 03/06/03