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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.
- Name and Address of Reporting Person(s)

Raymond Brace

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

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

V.P., Conversion & Procurement

- 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
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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 Amount	_
Common Stock Common Stock	02/07/01	J (1)	1,944.0000	A \$58.80000

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	3)Trans- action Date	4)Trans- action Code	5) Number of Deri Securities Acqui or Disposed of (red (A)
	Derivative Security		Code V	A	D

Deferred Performance Share Unit\$0.00000 02/07/01 J

2,852.00

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(1)

Table II (PAR	ſ 2) Derivative	Securities Acquired,	Disposed of,	or Beneficially
Owned (Column:	s 1,3 and 7 thro	ugh 11)		

1) Title of Derivative 3) Trans- Security action Date		7) Title and Amount of Underlying Securities	8)Price of Deri- vative	
			Amount or Number of	Security
-		Title 	Shares	
Deferred Performance Share Uni	t02/07/01	Common Stock	2,852.0000	\$58.80000

SIGNATURE OF REPORTING PERSON /S/ Brace, Raymond DATE 03/09/2001