

Edgar Filing: HERSHEY FOODS CORP - Form 4

HERSHEY FOODS CORP
 Form 4
 June 04, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] 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)
 Canavan, John R.
 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
 05/01
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., Human Resources
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) Amount	A or D	Price
Common Stock (1)	05/24/01	M	4,000.0000	A	\$59.43750
Common Stock (1)	05/24/01	M	1,350.0000	A	\$45.00000
Common Stock	05/24/01	S	5,350.0000	D	\$60.26750
Common Stock	05/18/01	A V	35.0414	A	(2)

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
Non-Qualified Stock Option (right to buy) (1)	\$45.00000	05/24/01	M	1,350.00

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Non-Qualified Stock Option \$59.43750 05/24/01 M 4,000.00
(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) Trans- action Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Deri- vative Security
-		Title		
Non-Qualified Stock Option (right to buy) (1)	05/24/01	Common Stock	1,350.0000	\$60.26750
Non-Qualified Stock Option (right to buy) (1)	05/24/01	Common Stock	4,000.0000	\$60.26750

SIGNATURE OF REPORTING PERSON

/S/ Canavan, John R.

DATE June 4, 2001