

Edgar Filing: MATTHEWS MILTON T - Form 4

MATTHEWS MILTON T
 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)
 Matthews Milton T
 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
 02/02

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., Chief Customer Officer

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)	02/04/02	M	6,400.0000	A	\$24.18750
Common Stock	02/04/02	S	6,400.0000	D	\$69.83000
Common Stock	02/11/02	A V	278.0000	A	\$70.38000
Common Stock	02/27/02	I V	278.0000	D	\$70.86000
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
Non-Qualified Stock Option	\$24.18750	02/04/02	M	6,400.0000	

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(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	Amount or Number of Shares	8) Price of Derivative Security
-		Title		
Non-Qualified Stock Option (right to buy) (1)	02/04/02	Common Stock	6,400.0000	\$69.83000

SIGNATURE OF REPORTING PERSON
 /S/ Matthews , Milton T
 DATE March 8, 2002