

Edgar Filing: CARR JAY F - Form 4/A

CARR JAY F
 Form 4/A
 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)
 Carr Jay F.
 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
 01/02

5. If Amendment, Date of Original (Month/Year)
 02/06/02

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Hershey International

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	01/30/02	M	9,600.0000	A	\$24.18750
Common Stock	01/30/02	S	9,600.0000	D	\$69.63000
Common Stock	01/01/02	I V	6,643.4400	D	
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 (right to buy) (1)	\$24.18750	01/30/02	M	9,600.00	

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Non-Qualified Stock Option \$69.31000 01/22/02 M V 9,850.0000
(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)	01/30/02	Common Stock	9,600.0000	\$69.63000
Non-Qualified Stock Option (right to buy) (1)	01/22/02	Common Stock	9,850.0000	

SIGNATURE OF REPORTING PERSON

/S/ Carr , Jay F.

DATE March 8, 2002