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HERSHEY TRUST CO
Form SC 13G
February 13, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 24) *

Hershey Foods Corporation
(Name of Issuer)

Common Stock, one dollar (\$1.00) par value
(Title of Class of Securities)

427866 10 8
(CUSIP Number)

12/18/02
(Date of Event, Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

/ / Rule 13d-1(b)
/ / Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

Persons who respond to the collection of information contained in this
form are not
Required to respond unless the form displays a currently valid OMB
control number.

SEC 1745 (12-02)

CUSIP No. 427866 10 8

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
Hershey Trust Company
FIN 23-0692150
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

5. SOLE VOTING POWER

12,705,697 Common Stock plus
30,306,006 shares of Class B Common
Stock (\$1.00 par value) convertible share
for share into Common Stock for a total of
43,011,703

6. SHARED VOTING POWER

None

7. SOLE DISPOSITIVE POWER

429,026

8. SHARED DISPOSITIVE POWER

12,276,671 Common Stock plus
30,306,006 shares of Class B Common
Stock (\$1.00 par value) convertible share
for share into Common Stock for a total of
42,582,677

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,705,697 Common Stock plus
30,306,006 shares Class B Common Stock (\$1.00 par value)
convertible share for share into Common Stock for a total of
43,011,703

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.2% (12,705,697 of 103,797,829 outstanding)
32.0% (43,011,703 of 134,220,137 outstanding pursuant to Rule
13d-3(d)(1))

12. TYPE OF REPORTING PERSON (See Instructions)

CO

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Item 1(a) NAME OF ISSUER:

Hershey Foods Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

P.O. Box 810, Hershey, Pennsylvania 17033

Item 2(a) NAME OF PERSON FILING:

Hershey Trust Company

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE,
RESIDENCE:

100 Mansion Road East, P.O. Box 445, Hershey,
Pennsylvania 17033

(c) CITIZENSHIP:

Pennsylvania Trust Company

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, one dollar (\$1.00) par value

(e) CUSIP NUMBER:

427866 10 8

Item 3.

Not applicable. The original statement was filed pursuant to
Rule 13d-1(c).

Item 4. OWNERSHIP:

The following information is provided as of December 31, 2002:

(a) AMOUNT BENEFICIALLY OWNED:

12,705,697 plus

30,306,006 shares of Class B common Stock (\$1.00
par value) convertible share for share into Common
Stock for a total of 43,011,703

(b) PERCENT OF CLASS:

12.2% (12,705,697 of 103,797,829 outstanding);

32.0% (43,011,703 of 134,220,137 outstanding
pursuant to Rule 13d-3(d)(1))

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

12,705,697 plus

30,306,006 shares of Class Common Stock

(\$1.00 par value) convertible share for share into
Common stock for a total of 43,011,703

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

none

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION

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OF:
429,026

- (iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION
OF:
12,276,671 plus
30,306,006 shares of Class B Common Stock (\$1.00
par value) convertible share for share into
Common Stock for a total of 42,582,677

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
If this statement is being filed to report the fact that as of
the date hereof the reporting person has ceased to be the
beneficial owner of more than five percent of the class of
securities, check the follow / /.
Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER
PERSON.
Of the 43,011,703 shares (12,705,697 common shares and
30,306,006 Class B shares) listed in response to Item 4(a),
Hershey Trust Company holds 42,779,703 shares
(12,473,697 common shares and 30,306,006 Class B shares) in
its capacity as institutional fiduciary for 74 estates and
trusts, including 42,582,677 shares (12,276,671 common shares
and 30,306,006 Class B shares) held as trustee for Milton
Hershey School. All outstanding shares of Hershey Trust
Company are owned by Hershey Trust Company, Trustee in Trust
for Milton Hershey School. As of December 31, 2002, all
fifteen members of the Board of Directors of Hershey Trust
Company were members of the Board of Managers of Milton
Hershey School, which is the governing body of Milton Hershey
School.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY
Not Applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable.

Item 10. CERTIFICATION
BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE
AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE NOT
ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OF OR WITH THE
EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER
OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN
CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING
THAT PURPOSE OR EFFECT.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and
belief, I certify that the information set forth in this statement is
true, complete and correct.

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Date: February 5, 2003

/s/ Robert C. Vowler

Robert C. Vowler, President & CEO
HERSHEY TRUST COMPANY

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