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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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