FORM DEF 14A

Definitive proxy statements

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SIC: **2030** Canned, frozen & preservd fruit, veg & food specialties

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [_]

Check the appropriate box:

[_] Preliminary Proxy Statement

[X] Definitive Proxy Statement

[_] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[_] Definitive Additional Materials

[_] Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

H.J. Heinz Company

(Name of Registrant as Specified In Its Charter)

--Enter Company Name Here--

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[_] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

[_] Fee paid previously with preliminary materials.

[_] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

---

(4) Date Filed:

Notes:

[LOGO OF HEINZ]

H. J. Heinz Company
World Headquarters
600 Grant Street
Pittsburgh, Pennsylvania 15219

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of H. J. Heinz Company at 2 P.M. on Tuesday, September 11, 2001, at Heinz Hall for the Performing Arts, 600 Penn Avenue, Pittsburgh, Pennsylvania.

Information about the business of the meeting and the nominees for election to the Board of Directors is set forth in the formal meeting notice and the proxy statement on the following pages.

It is important that your shares be represented at the meeting. Whether or not you plan to attend the meeting in person, we hope that you will vote on the matters to be considered and sign, date and return your proxy in the enclosed envelope as promptly as possible.

If you are unable to attend the meeting in person this year, you can listen to the meeting by webcast or telephone conference call, which are explained on the next page entitled "Webcast and Teleconference Directions."

A report of the annual meeting proceedings, including an account of actions taken, will be posted on the Company's web site, http://www.heinz.com, following the meeting.

Respectfully yours,
/s/ William R. Johnson

William R. Johnson
Chairman of the Board, President and
Chief Executive Officer

August 3, 2001

WEBCAST AND TELECONFERENCE DIRECTIONS

You are invited to listen to the Company's Annual Meeting of Shareholders webcast live via the Internet on Tuesday, September 11, 2001, beginning at 2 P.M. Eastern Time. The audio portion of the event will also be available in a listen-only mode via telephone conference call. Using the webcast will enable you to view the slides shown at the meeting and hear the speakers on a synchronized basis. Neither the webcast nor the teleconference will enable you to ask questions or to vote your shares.

To access the meeting via the Internet, please go to www.heinz.com; or for the telephone conference call option, dial 800-230-1085 (within the US) or 612-288-0340 at least 15 minutes prior to the designated starting time. The minimum requirements to listen to this broadcast online are: Windows MediaPlayer software, downloadable at http://www.microsoft.com/windows/windowsmedia/en/download/default.asp and at least a 56Kbps connection to the Internet.

If you are unable to listen online or via teleconference during the meeting, the event will be archived on the web site at the same address above for 14 days.

Notice of
Annual Meeting
of Shareholders

The Annual Meeting of Shareholders of H. J. Heinz Company will be held at Heinz Hall for the Performing Arts, 600 Penn Avenue, Pittsburgh, Pennsylvania, on Tuesday, September 11, 2001, at 2 P.M., for the following purposes:

(1) To elect 12 directors;

(2) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for fiscal year 2002; and

(3) To consider and act upon such other business as may properly come before the meeting.

The accompanying proxy statement sets forth a description of matters to be considered at the meeting.

Shareholders of record as of the close of business on July 17, 2001 of the Company's Common Stock and Third Cumulative Preferred Stock, $1.70 First Series, are entitled to notice of and to vote at the meeting. A list of the shareholders entitled to vote at the meeting will be available for inspection at the meeting for purposes relating to the meeting.

Please sign, date and return the enclosed proxy promptly in the envelope provided, which requires no United States postage. Your compliance with this request will be appreciated and will assist in obtaining a quorum. Such action will not limit your right to vote in person or to attend the meeting.

Karyll A. Davis
Secretary

August 3, 2001

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Proxy Statement

General Information

This proxy statement and the enclosed proxy card are being mailed to you by your Board of Directors starting on or about August 3, 2001. The Board of Directors requests that your shares be represented at the Annual Meeting by the proxies named in the proxy card.

Who Can Vote

You are entitled to vote at the Annual Meeting if the Company's shareholder records on July 17, 2001 (the record date) showed that you owned the Company's common stock, par value $.25 (the "Common Stock"), or Third Cumulative Preferred Stock, $1.70 First Series (the "Preferred Stock"). As of July 17, 2001, there were 349,343,765 shares of Common Stock and 11,815 shares of Preferred Stock outstanding. Each share of Common Stock has one vote and each share of Preferred Stock has one-half vote. The enclosed proxy card shows the number of shares that you are entitled to vote.

How To Vote

You may vote in person at the Annual Meeting or by using the enclosed proxy card. The Board of Directors recommends that you vote by proxy even if you plan to attend the meeting.

How Proxies Work

The Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some, or none of our director nominees. You may also vote for or against the other proposal(s) or abstain from voting.

If you sign and return the enclosed proxy card but do not specify how to vote, we will vote your shares in favor of our director nominees and the ratification of the appointment of PricewaterhouseCoopers LLP as auditors.

Revoking A Proxy

You may revoke your proxy before it is voted by submitting a new proxy with a later date, by voting in person at the meeting, or by notifying the Company's Secretary in writing.

Quorum

In order to carry on the business of the meeting, there must be a quorum. This means at least a majority of the outstanding shares eligible to vote (with each share of Preferred Stock counting as one-half of a share for purposes of the quorum) must be represented at the meeting, either by proxy or in person.

Votes Needed

The director nominees receiving the highest number of votes will be elected to fill the seats on the Board. Approval of the other proposal(s) requires the favorable vote of a majority of the votes cast. Only votes for or against a proposal count. Abstentions and broker non-votes count for quorum purposes but not for voting purposes and are not considered to be votes cast. Broker non-votes occur when a broker returns a proxy but does not have authority to vote on a particular proposal.

Attending the Annual Meeting

If you were a shareholder on July 17, 2001, you can attend the Annual Meeting. If the shares are held in your name and you wish to attend the Annual Meeting, check the box on your proxy card and retain the bottom of the proxy card as your admission ticket.
If your shares are held through a broker, contact your broker and request that they provide you with evidence of your stock ownership. This documentation, when presented at the registration desk, will allow you to attend the meeting. One admission ticket will permit two persons to attend.

Householding of Annual Meeting Materials

The Securities and Exchange Commission recently approved a new rule concerning the delivery of annual reports and proxy statements. It permits us, with your permission, to send a single set of these reports to any household at which two or more shareholders reside if we believe they are members of the same family. Each shareholder will continue to receive a separate proxy card. This procedure, referred to as householding, reduces the volume of duplicate information you receive and our expenses. The Company plans to institute this procedure for all relevant accounts for the 2002 proxy season; if you agree to householding, you will help reduce printing and mailing costs for the Company. A notice will be sent to shareholders who will be affected by householding before the annual report and proxy statement are mailed in 2002.

This year, a limited number of brokerage firms have instituted householding. If your family has multiple Heinz accounts, you may have received householding notification from your broker earlier this year. Please contact your broker directly if you have questions, require additional copies of the proxy statement or annual report, or wish to revoke your decision to household, and thereby receive multiple statements and reports. These options are available to you at any time.

Security Ownership of Management

The following table sets forth all equity securities of the Company beneficially owned as of June 30, 2001 by each director, director nominee, and executive officer named in the Summary Compensation Table, and all directors, director nominees and executive officers as a group, being 19 in number.

<TABLE>
<CAPTION>

Name	Shares of Common Stock Owned (1) (2) (3)	Percent of Class (4)
Nicholas F. Brady	31,900	--
Mary C. Choksi	1,650	--
Leonard S. Coleman	1,500	--
Edith E. Holiday	3,000	--
Samuel C. Johnson	62,700	--
William R. Johnson	1,870,838	.53%
Candace Kendle	1,571	--
Donald R. Keough	5,052	--
Dean R. O'Hare	1,600	--
Paul F. Renne	301,647	--
Laura Stein	321	--
Thomas J. Usher	1,600	--
Richard H. Wamhoff	305,054	--
David R. Williams	836,686	.24%
James M. Zimmerman	5,580	--
All directors, director nominees and executive officers as a group	4,471,584	1.27%

</TABLE>

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(1) Shares listed in this column include all shares in which the named individuals and all directors, director nominees, and executive officers as a group have a present beneficial economic interest, and also include all shares allocated to the accounts of the named individuals and all directors, director nominees, and executive officers as a group under the Company's Employees Retirement and Savings Plan (W.R. Johnson, 64,312; D.R. Williams, 16,186; P.F. Renne, 47,480; R.H. Wamhoff, 38,859; L. Stein, 272; and all directors, director nominees and executive officers as a group, 223,860). Each person has both sole voting and sole investment power with respect to the shares listed unless otherwise indicated. The shares indicated do not include unallocated shares held by the Company's employee stock ownership plan (the "ESOP"). Such shares are voted or tendered by the trustee in accordance with instructions received from the Investment Committee of the Board of Directors of the Company, unless the Investment Committee delegates this authority to plan participants. Messrs. W.R. Johnson, D.R. Williams, and P.F. Renne currently serve as members of the Investment Committee. As of June 30, 2001, 136,742 shares were held in the ESOP but not allocated to participants' accounts. Each member of the Investment Committee disclaims having a beneficial economic interest in such shares.

(2) Shares listed include shares subject to stock options granted under the Company's stock option plans exercisable within 60 days following June 30, 2001 (W.R. Johnson, 1,575,000; D.R. Williams, 670,000; P.F. Renne, 244,167; R.H. Wamhoff, 220,000; L. Stein, 0; and all directors, director nominees and executive officers as a group, 3,547,334).

(3) Shares listed also include the following shares held in the capacities listed: N.F. Brady, 23,600 shares held by a trust of which Mr. Brady is the sole beneficiary, and 1,200 shares held by a trust of which Mr. Brady is co-trustee; and S.C. Johnson, 12,000 shares held by Mr. Johnson as trustee of the Samuel C. Johnson 1988 Revocable Trust.

(4) The percentages represent the total of shares listed in the adjacent column divided by the issued and outstanding shares of Common Stock as of June 30, 2001, plus, where applicable, all stock options granted to the individual or group, as appropriate, under the Company's stock option plans exercisable within 60 days following June 30, 2001. Percentages of less than .1 percent are omitted.

Board of Directors and Committees of the Board
Fiscal Year 2001 Meetings

<TABLE>
<CAPTION>

Name	Board	Management Development and Compensation	Audit	Public Issues and Social Responsibility	Nominating	Investment	Executive
William R. Johnson	X*					X*	X*
Nicholas F. Brady	X		X		X		
Mary C. Choksi	X		X	X*			
Leonard S. Coleman, Jr.	X		X	X			
Edith E. Holiday	X		X*	X	X		
Samuel C. Johnson	X	X	X				
Candace Kendle	X	X			X		
Donald R. Keough	X	X			X*		
Dean R. O'Hare	X			X			
Paul F. Renne	X					X	X
Thomas J. Usher	X	X		X			
David R. Williams	X					X	X
James M. Zimmerman	X	X*			X		
Number of Meetings in 2001	7	5	6	1	1	1	11

</TABLE>
XMember
*Chairperson

Management Development and Compensation
- . Recommend to the Board the selection of the Chief Executive Officer.
- . Review and approve the appointment of corporate officers who report directly to the Chief Executive Officer.
- . Review and approve the compensation of the Chief Executive Officer and the corporate officers reporting to the Chief Executive Officer.
- . Determine the corporate goals and the awards granted under the Company's Incentive Compensation Plan.
- . Administer the Company's stock option plans and deferred compensation plans.
- . Review and recommend to the Board the organization structure of the Company.

Audit
- . Oversee that management has established and maintained processes to assure the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company.
- . Oversee that management has established and maintained processes to assure that an adequate system of internal control is functioning within the Company.
- . Oversee that management has established and maintained processes to assure

compliance by the Company with all applicable laws, regulations and Company policies.

- Oversee that management has established and maintained processes to assure the quality and effectiveness of both the external and internal auditors.

Public Issues and Social Responsibility

- Review and monitor the policies and actions of the Company relating to major issues of public concern, including equal employment opportunity, environmental, occupational health and safety, public health and nutrition, and charitable and political contributions.
- Consider the significant social impact of corporate activities.
- Bring to the attention of management major issues of public concern that may require special attention or action.

Nominating

- Establish qualifications for potential directors.
- Consider and recommend prospective candidates for membership on the Board, including any recommendations which are submitted by a shareholder in writing to the attention of the Company's Secretary in accordance with the Company's By-Laws.

Investment

- Monitor the policies and operations of the Company's Employee Benefits Administration Board.
- Review and monitor the investments of the Company's retirement plans and certain other benefit plans.

Executive

- May exercise all powers of the Board except as limited by resolutions of the Board or by law.

Each incumbent director of the Company attended more than 75% of the aggregate number of meetings of the Board and committees on which the director served.

Director Compensation

Non-employee directors receive the following annual compensation:

- $50,000 in cash and 600 shares of common stock;
- $1,500 for each meeting-day attended; and
- an additional $4,000 or $6,000 per year if they serve as chairperson of a committee.

Non-employee directors may defer some or all of their cash compensation and receive the amount deferred together with interest (calculated periodically at the prime rate) at a later date.

As part of the Company's overall program to promote charitable giving, the Company has maintained a charitable award program funded by insurance policies on the lives of directors who were not full-time employees and who were members of the Board of Directors prior to 1995. Under the program, following the death of a director, the Company will donate $1,000,000 to qualifying charitable organizations recommended by the director and approved by the Company. The Company is reimbursed from the proceeds of the life insurance policies. Participants derive no financial benefit from these programs.

Non-employee directors who were on the Board prior to 1994 will receive, upon retirement on or after age 70, a pension benefit for life equivalent to $30,000 annually.

Employee directors receive no additional compensation for serving on the Board or any committee.

Ms. Holiday received an additional $7,000 for consulting services rendered in fiscal year 2001.

Report of the Audit Committee

The primary role of the Audit Committee is to assist the Board of Directors in its oversight of the Company's financial reporting process. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The independent auditors are responsible for auditing the Company's financial statements and expressing an opinion as to their conformity to accounting principles generally accepted in the United States.

In the performance of its oversight function, the Audit Committee has reviewed and discussed with management and the independent auditors the Company's audited financial statements. The Audit Committee also has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to communication with audit committees. In addition, the Audit Committee has received from the independent auditors the written disclosures and letter required by Independence Standards Board Standard No. 1 relating to independence discussions with audit committees, has discussed with the independent auditors their independence from the Company and its management, and has considered whether the independent auditor's provision of non-audit services to the Company is compatible with maintaining the auditor's independence.

The Audit Committee discussed with the Company's internal and independent auditors the overall scope and plans for their respective audits. The Audit committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the Company's audited financial statements be included in the Company's 2001 Annual Report to Shareholders and Annual Report on Form 10-K for the year ended May 2, 2001 for filing with the Securities and Exchange Commission.

In addition, the Board of Directors has determined that all of the members of the Audit Committee are "independent," as defined by the rules of the New York Stock Exchange.

Edith E. Holiday, Chairperson   Leonard S. Coleman, Jr.
Nicholas F. Brady   Samuel C. Johnson

Mary C. Choksi

Relationship with Independent Accountants

PricewaterhouseCoopers LLP has been the independent accounting firm and has audited the financial statements of the Company and most of its subsidiaries since 1979. In addition to performing the audit of the Company's consolidated financial statements, PricewaterhouseCoopers provided various other services during fiscal year 2001.

The aggregate fees billed for fiscal year 2001 for each of the following categories of services are set forth below:

<TABLE>
<S>   <C>

Audit and review of the Company's financial statements during fiscal year 2001	$2,956,000

</TABLE>

<TABLE>

<S>	<C>
Financial information systems design and implementation	$7,729,000

</TABLE>

<TABLE>

<S>	<C>
All other services	$9,221,000

</TABLE>

"All other services" includes (1) tax planning and the preparation of tax returns for the Company, (2) acquisition due diligence reviews and integration services, and (3) evaluating the effects of various accounting issues and changes in professional standards.

The Charter of the Audit Committee is attached to this proxy statement as Appendix A.

Matters to Be Acted Upon

1. Election of Directors
(Item 1 on proxy card)

The Board of Directors has nominated the following 12 nominees for election as directors at the Annual Meeting. Each director to be elected will serve until the next Annual Meeting of Shareholders or until a successor is elected and qualified. If any of the nominees become unable or unwilling to serve, the proxies will be voted for the election of such other person as may be designated by the Board of Directors.

<TABLE>
<CAPTION>

Name	Principal Occupation and Business Experience	Age as of Annual Meeting	Director Since	Other Directorships
<C>	<S>	<C>	<C>	<C>
William R. Johnson	Chairman, President and Chief Executive Officer of Heinz (2000-present); President and Chief Executive Officer of Heinz (1998-2000); President and Chief Operating Officer of Heinz (1996-1998)	52	1993	. The PNC Financial Services Group, Inc. . Amerada Hess Corporation . The Clorox Company
Nicholas F. Brady	Chairman of the Board of Darby Advisors, Inc., (1993-present) and Darby Overseas Investments, Ltd. (1994-present) (investment firms); Secretary of the United States Department of the Treasury (1988-1993)	71	1987-1988; 1993	.C2, Inc. .Director or trustee of various Templeton mutual funds .Amerada Hess Corporation

Mary C. Choksi	Managing Director of Strategic Investment Partners, Inc. and Emerging Markets Investors Corporation (investment management firms) (1987-present)	51	1998	
Leonard S. Coleman, Jr.	Senior Advisor, Major League Baseball (1999-present); President of the National League of Professional Baseball Clubs (1994-1999)	52	1998	.Omnicom Group Inc. .New Jersey Resources Corporation .Cendant Corporation .Owens-Corning .Radio Unica Communications Corporation .Electronic Arts Inc.

</TABLE>

<TABLE>
<CAPTION>

Name	Principal Occupation and Business Experience	Age as of Annual Meeting	Director Since	Other Directorships
<C>	<S>	<C>	<C>	<C>
Edith E. Holiday	Attorney; Assistant to the President of the United States and Secretary of the Cabinet (1990-1993); General Counsel of the United States Department of the Treasury (1989-1990)	49	1994	. Hercules Incorporated .Amerada Hess Corporation .Beverly Enterprises, Inc. .RTI International Metals, Inc. . Canadian National Railway Company .Director or trustee of various investment companies in the Franklin Templeton group of mutual funds
Samuel C. Johnson	Chairman Emeritus of the Board of S.C. Johnson & Son, Inc. (chemical and specialty products) (2000-present); Nonexecutive Chairman of the Board of S. C. Johnson & Son, Inc. (1994-2000)	73	1988	. Johnson Outdoors, Inc.
Candace Kendle	Chairman of the Board and Chief Executive Officer of Kendle International, Inc. (contract research organization) (1981-present)	54	1998	
Dean R. O'Hare	Chairman and Chief Executive Officer of The Chubb Corporation (insurance) (1996-present)	59	2000	.Fluor Corporation

Paul F. Renne	Executive Vice President and Chief Financial Officer of Heinz (1997-present); Senior Vice President--Finance and Chief Financial Officer of Heinz (1996-1997)	58	1997	
Thomas J. Usher	Chairman of the Board and Chief Executive Officer of USX Corporation (energy, steel and diversified business) (1995-present)	59	2000	.The PNC Financial Services Group, Inc. .PPG Industries, Inc.
David R. Williams	Executive Vice President, President and Chief Operating Officer--Heinz Europe, Middle East, Africa and India (2000-present); Executive Vice President of Heinz (1996-2000)	58	1992	

</TABLE>

<TABLE>
<CAPTION>

Name	Principal Occupation and Business Experience	Age as of Annual Meeting	Director Since	Other Directorships
<S>	<C>	<C>	<C>	<C>
James M. Zimmerman	Chairman of the Board and Chief Executive Officer of Federated Department Stores, Inc. (retailer) (1997-present); President and Chief Operating Officer of Federated Department Stores, Inc. (1988-1997)	57	1998	.The Chubb Corporation .The Goodyear Tire & Rubber Company

</TABLE>

The Board of Directors recommends a vote "FOR" each of the Nominees.

Certain Business Relationships

On November 20, 1995, the H. J. Heinz Company Consolidated Retirement and Pension Plan Fund ("Heinz Plan") committed to invest, on a call basis, up to U.S. $5 million in limited partner interests of Darby Emerging Markets Fund, L.P. ("Darby Fund"), a Cayman Islands limited partnership. Darby Overseas Partners, L.P. ("Darby Overseas"), a Delaware limited partnership in which Mr. Brady is a limited partner, is also a limited partner of Darby Fund. In addition, Mr. Brady is Chairman and a shareholder of Darby Overseas Investments, Ltd. ("General Partner"), a Delaware corporation that serves as general partner of Darby Overseas. Mr. Brady also serves as Chairman of Darby

Emerging Markets Investments LDC ("Darby Emerging Markets"), a Cayman Islands limited duration company that serves as general partner of Darby Fund. Darby Overseas and the General Partner own 99% and 1%, respectively, of the capital stock of Darby Emerging Markets. Through its ownership of Darby Emerging Markets, Darby Overseas may receive performance-based distributions from Darby Fund in the future. Darby Overseas serves as advisor to Darby Fund. The Heinz Plan, through Darby Emerging Markets, pays Darby Overseas annual compensation for such advisory services equal to 2% of the Heinz Plan's $5 million capital commitment to Darby Fund.

2. Ratification of Auditors
(Item 2 on proxy card)

The Board of Directors recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for fiscal year 2002.

A representative of PricewaterhouseCoopers LLP is expected to be at the Annual Meeting and will have an opportunity to make a statement and respond to appropriate questions.

3. Other Business

The Board of Directors does not intend to present any business at the Annual Meeting not described in this proxy statement. The enclosed proxy form confers upon the persons designated to vote the shares represented thereby discretionary authority to vote such shares in accordance with their best judgment with respect to all matters that may come before the Annual Meeting in addition to the scheduled items of business, including any shareholder proposal omitted from the proxy statement and form of proxy pursuant to the rules of the Securities and Exchange Commission and matters incident to the conduct of the Annual Meeting.

Executive Compensation

The following tables and accompanying text present the compensation of the Chairman, President and Chief Executive Officer and the four other most highly compensated executive officers in fiscal year 2001 ("named executive officers").

Summary Compensation Table

<TABLE>
<CAPTION>

		Annual Compensation			Long-Term Compensation		
					Awards (1)	Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Securities Underlying Options (No. Awarded)	Long-Term Incentive Payouts ($)	All Other Compensation ($)(2)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
W. R. Johnson	2001	970,000	721,851	--	500,000	-0-	384,526(3)
Chairman, President	2000	900,000	1,776,864	--	-0-	-0-	402,911
and CEO	1999	770,000	2,071,000	172,439	350,000	-0-	238,692
D. R. Williams	2001	475,000	330,499	--	100,000	-0-	211,015
Executive Vice President	2000	450,000	760,001	--	-0-	-0-	68,011
	1999	425,461	974,000	--	375,000	-0-	172,594

R. H. Wamhoff	2001	446,667	330,499	--	100,000	-0-	294,712
Executive Vice President	2000	420,000	749,646	--	-0-	-0-	190,553
	1999	400,000	596,000	--	75,000	-0-	212,151
P. F. Renne	2001	315,000	218,259	--	50,000	-0-	143,506
Executive Vice President	2000	289,594	537,253	--	-0-	-0-	61,130
and CFO	1999	274,357	557,889	106,393	50,000	-0-	132,580
L. Stein	2001	300,000	186,418	62,187(4)	50,000	-0-	34,742
Senior Vice President	2000	90,000	153,000	--	50,000	-0-	13,186
and General Counsel (5)							

</TABLE>

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(1) No awards of restricted stock were made to the named executive officers during the period covered by the Summary Compensation Table.

(2) Includes for Messrs. Johnson, Williams, Wamhoff, Renne and Ms. Stein, respectively, the following: (i) amounts contributed by the Company under the Employees Retirement and Savings Plan, $307,255, $152,950, $140,511, $107,570, and $28,304; (ii) amounts attributable to "split dollar" life insurance provided by the Company, $66,043, $48,582, $28,334, $20,720, and $6,438; and (iii) the portion of interest accrued (but not currently paid or payable) on deferred compensation above 120% of the applicable federal long-term rate, $9,483, $9,483, $125,867, $15,216, and $0.

(3) "All Other Compensation" includes $1,745 in imputed income relating to a split dollar survivorship life insurance retention policy insuring Mr. Johnson and his spouse that was purchased in connection with Mr. Johnson's becoming Chairman in September 2000. Upon the death of the last surviving insured, the policy provides for a payment to Mr. Johnson's designated beneficiaries or to a trust established by him of an amount equal to the policy's face value, with the Company receiving under the policy an amount equal to the greater of the premium paid by the Company or the policy's cash value. As of May 2, 2001, the cash value of the policy was $3,313,915, and the premium paid by the Company for the policy was $3,389,414. The premium paid by the Company is equal to the amount of a deferred compensation award granted to Mr. Johnson under the Executive Deferred Compensation Plan plus interest, which Mr. Johnson waived. The Company has agreed to make a separate death benefit to Mr. Johnson's designated beneficiaries equal to the amount received by the Company under the policy, minus the Company-paid premium. The foregoing insurance policy and Company-paid death benefit are subject to vesting, and Mr. Johnson will forfeit any rights under the policy or the Company-paid death benefit if he voluntarily terminates employment or is terminated for cause prior to September 12, 2003.

(4) Includes $39,138 in transition expenses for temporary housing rental and travel.

(5) Ms. Stein became an executive officer of the Company on January 10, 2000.

Option Grants in Fiscal Year 2001

<TABLE>
<CAPTION>

	Individual Grants				Grant Date Value
Name	Number of Shares Underlying Options Granted (#)(1)	Percent of Total Options Granted to Employees in Fiscal Year	Exercise Price ($/Share)	Expiration Date	Grant Date Present Value ($)(2)

<S>	<C>	<C>	<C>	<C>	<C>
W. R. Johnson	500,000	10.4%	$37.0625	9/12/10	4,265,000
D. R. Williams	100,000	2.08%	$37.0625	9/12/10	853,000
R. H. Wamhoff	100,000	2.08%	$37.0625	9/12/10	853,000
P. F. Renne	50,000	1.04%	$37.0625	9/12/10	426,500
L. Stein	50,000	1.04%	$37.0625	9/12/10	426,500

</TABLE>

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(1) All options were granted on September 12, 2000, pursuant to the terms of the Company's 2000 Stock Option Plan and have identical terms. All options vest on September 12, 2003.

(2) The estimated grant date present value reflected in the above table is determined using the Black-Scholes model. The material assumptions and adjustments incorporated in the Black-Scholes model in estimating the value of the option grants reflected in the above table include the following: (i) exercise price on the options ($37.0625) equal to the fair market value of the underlying stock on the date of grant; (ii) expected option term of 6.5 years; (iii) dividend yield of 3.8%; (iv) risk-free interest rate of 6.02%; and (v) volatility of 23.5%.

The ultimate values of the options will depend on the future market price of the Company's Common Stock, which cannot be forecast with reasonable accuracy. The actual value, if any, an optionee will realize upon exercise of an option will depend on the excess of the market value of the Company's Common Stock over the exercise price on the date the option is exercised.

Aggregated Option/SAR Exercises in Fiscal Year 2001 and
Fiscal Year-End Option/SAR Value

<TABLE>
<CAPTION>

			Number of Securities Underlying Unexercised Options/SARs at Fiscal Year-End		Value of Unexercised In-the-Money Options/SARs at Fiscal Year-End ($)(2)	
Name	Shares Acquired on Exercise (#)	Value Realized ($)(1)	Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
W. R. Johnson	137,500	2,520,829	1,408,334	1,616,666	14,076,111	2,342,912
D. R. Williams	-0-	-0-	553,334	471,666	5,167,178	1,085,662
R. H. Wamhoff	-0-	-0-	186,667	388,333	493,669	468,581
P. F. Renne	102,500	2,171,826	227,501	449,999	569,122	234,287
L. Stein	-0-	-0-	-0-	100,000	-0-	165,500

</TABLE>

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(1) The "Value Realized" is equal to the fair market value on the date of exercise, less the exercise price, times the number of shares acquired. No SARs were exercised during the last fiscal year.

(2) The "Value of Unexercised In-the-Money Options at Fiscal Year-End" is equal to the fair market value of each share underlying the options at May 2, 2001, less the exercise price, times the number of options.

Retirement Benefits

Most full-time salaried employees in the United States who were hired before January 1, 1993 are entitled to retirement benefits from Plan A of the H.J. Heinz Company Employees' Retirement System ("Plan A"). Benefits are based on credited service and five-year average eligible compensation through December 31, 1992, the date on which Plan A was frozen.

The Company has a Supplemental Executive Retirement Plan (the "SERP") which provides additional retirement benefits for eligible executives, including the named executive officers in the Summary Compensation Table. The SERP was adopted in order to attract and retain executives, and to compensate them for reductions in benefits due to limitations imposed by the Internal Revenue Code. The SERP benefit is a lump sum equal to a multiple of the employee's final average eligible compensation during any five of the last ten years prior to retirement. It is reduced by (i) the lump sum value of the Plan A benefit (if any), and (ii) the value of the employee's Age-Related Company Contribution Account under the Employees Retirement and Savings Plan and the Employees Retirement and Savings Excess Plan.

The following table shows the estimated maximum retirement benefit from all sources described above, at various combinations of pay and service, stated as an annual pension equivalent beginning at age 65. The pay included in the earnings base is the executive's base salary and annual bonus.

As of May 2, 2001, the years of service for Messrs. Johnson, Williams, Wamhoff, and Renne, and Ms. Stein were, as rounded to the nearest full year, 19, 34, 33, 28, and 1, respectively.

Table I--U.S. Retirement Plans

<TABLE>
<CAPTION>

Average Earnings High Five of Last Ten Years Prior to Retirement	Years of Service 15	20	25	30	35
<S>	<C>	<C>	<C>	<C>	<C>
$ 400,000	$104,904	$ 122,388	$ 139,872	$ 157,356	$ 174,840
450,000	118,017	137,687	157,356	177,026	196,696
500,000	131,130	152,985	174,840	196,696	218,551
600,000	157,356	183,582	209,809	236,035	262,261
700,000	183,582	214,180	244,777	275,374	305,971
800,000	209,809	244,777	279,745	314,713	349,681
900,000	236,035	275,374	314,713	354,052	393,391
1,000,000	262,261	305,971	349,681	393,391	437,101
1,200,000	314,713	367,165	419,617	472,069	524,521
1,400,000	367,165	428,359	489,553	550,747	611,942
1,600,000	419,617	489,553	559,489	629,426	699,362
2,000,000	524,521	611,942	699,362	786,782	874,202
2,500,000	655,652	764,927	874,202	983,478	1,092,753
3,000,000	786,782	917,912	1,049,043	1,180,173	1,311,303

</TABLE>

Executive Deferred Compensation Plan

The Company has an Executive Deferred Compensation Plan ("Deferred Compensation Plan") under which contingent retention bonuses may be awarded. During fiscal year 2001, the Company granted awards under the Deferred Compensation Plan to certain executives. Vesting of the awards will occur on the third anniversary following the date of the award, so long as the executive has not prior to that date voluntarily terminated employment with the Company or been terminated for cause. Vested awards will be paid in cash following the fifth anniversary date of the award, or, in the case of certain named executive officers, upon retirement. Awards under the Deferred Compensation Plan for fiscal year 2001 include the award described in footnote 3 of the Summary Compensation Table above for Mr. Johnson (subsequently waived as noted below), $650,000 for Mr. Williams, $650,000 for Mr. Wamhoff, $0 for Mr. Renne and $250,000 for Ms.

Stein. In connection with the split-dollar life insurance arrangement with Mr. Johnson described in footnote 3 of the Summary Compensation Table, Mr. Johnson waived the right to receive the award granted to him

during fiscal year 2001 under the Deferred Compensation Plan plus interest in exchange for the Company's payment of the premium to purchase a split-dollar survivorship insurance policy insuring Mr. Johnson and his spouse as set forth in footnote 3 to the Summary Compensation Table above. The split-dollar life insurance arrangement is subject to the same three-year vesting requirement as applies to awards under the Deferred Compensation Plan.

Severance Arrangements

The Company maintains severance agreements with its executive officers and certain other key executives. If an executive's employment is terminated involuntarily other than for cause, or voluntarily for good reason, within two years after a change in control of the Company, the agreements provide for the lifting of restrictions on outstanding incentive awards, continuation of medical, life insurance and disability coverage for a three-year period, and a lump sum payment equal to three times the sum of the annual salary and bonus of the executive plus a benefit determined by taking into account an additional three years of age and service for purposes of calculating retirement benefits. The agreements also provide that the Company will reimburse the executive for the impact of excise taxes, if any, which may be imposed under the Internal Revenue Code with respect to certain payments contingent on a change in control.

Report of the Management Development and Compensation Committee on Executive Compensation

The Management Development and Compensation Committee (the "Committee"), which is made up of five non-employee directors, oversees the administration of total compensation for senior Company executives. The Company's executive compensation programs are designed to provide payment for performance of assigned accountabilities and reward for the achievement of predetermined goals which contribute to corporate earnings, with the objective of enhancing shareholder value. The Committee establishes performance goals for the executive officers.

Components of Compensation

The Company's executive compensation program has three components: base salary, annual incentive award and long-term incentives.

The Committee periodically compares total compensation levels for the Company's senior executives to the compensation paid to executives of a peer group of companies (the "Peer Group"). The Peer Group is comprised of 19 other consumer products companies which are, on average, similar to the Company and are companies with which the Company competes for attraction and retention of talent. The chosen "Peer Group" includes 8 of the 10 other companies which comprise the Standard & Poor's Foods Group Index in the Performance Graph on page 15.

The Committee also calls upon Hewitt Associates, an independent compensation consultant, for consultation and survey information related to executive compensation.

Base Salary

The Company's policy is to provide a base salary at a median level when compared with base salaries of the Peer Group. In many cases, base salaries of the Company's executive officers have been below the median for base salaries of executive officers of the Peer Group. Mr. Johnson's annual salary during fiscal year 2001 was increased in May 2000. During the year salary action was also taken for several executive officers. The average rate of increase for those officers was approximately 7%. The Committee intends to continue to target base salaries at the competitive median.

Annual Incentives

Annual incentives were paid to the executive officers, senior management and large groups of salaried employees around the world under the Incentive Compensation Plan approved by shareholders in September 1994. That plan focuses the Company's management on clear performance measures aligned with the creation of shareholder value. The performance measures used in fiscal year 2001 included earnings per share ("EPS") for the Company and sales growth and/or operating income for the business units.

Annual incentive awards under the Incentive Compensation Plan are intended to reward key executives for achieving targeted levels of performance by providing annual awards which, when added to base salary, produce total cash compensation from median to 90th percentile of the Peer Group, based on business results.

Awards to Mr. Johnson and the other executive officers were based on the Company's EPS relative to the target approved by the Committee at the beginning of the fiscal year.

Long-Term Incentives--Stock Options and Deferred Compensation

The Committee reaffirms its belief that stock options should continue to be a major part of the Company's executive compensation program. Stock options emphasize the objective of increasing shareholder value and encouraging share ownership by management in accordance with established guidelines. The September 2000 grant of options was made to Mr. Johnson in recognition of the value of his continued leadership in the role of Chairman, President and Chief Executive Officer. There is no established grant cycle for Mr. Johnson and the other executive officers; rather grants may be made on an intermittent basis reflecting a discretionary assessment of future contributions to the longer term growth of the Company and the need to provide a competitive retention incentive.

The Company has an Executive Deferred Compensation Plan under which the Company may grant contingent retention awards to executive officers for retention goals. Awards to Mr. Johnson, certain other named executive officers and a restricted number of key executives were made during fiscal year 2001. The awards are subject to three-year vesting and other requirements described in the section entitled "Executive Deferred Compensation Plan" above.

Tax Deductibility of Executive Officer Compensation

Section 162(m) of the Internal Revenue Code generally limits the corporate tax deduction for compensation paid to the executive officers named in the Summary Compensation Table on page 10 to $1,000,000 each, unless certain requirements are met. The Committee has carefully considered the impact of this tax code provision and its normal practice is to take such action as is necessary to preserve the Company's tax deduction to the extent consistent with the Company's compensation policies.

The Company's stock option plans and the Incentive Compensation Plan all comply with the requirements of Section 162(m). Accordingly, all payments made under those plans qualify for the corporate tax deduction.

The Committee believes these executive compensation policies and programs effectively serve the interests of shareholders and the Company and are appropriately balanced to provide increased motivation for executives to contribute to the Company's future success.

James M. Zimmerman, Chairperson	Donald R. Keough
Samuel C. Johnson	Thomas J. Usher
Candace Kendle	

Performance Graph--Five Fiscal Years

The following graph compares the cumulative total shareholder return on the Company's Common Stock over the five preceding fiscal years with the cumulative total shareholder return on the Standard & Poor's Foods Group Index (which includes Ralston Purina and Quaker Oats, the subjects of pending acquisitions in fiscal year 2001) and the return on the Standard & Poor's 500 Index, assuming an investment of $100 in each at their closing prices on May 1, 1996 and reinvestment of dividends.

[GRAPH]

	1996	1997	1998	1999	2000	2001
HEINZ	$100	$127	$167	$156	$125	$136
S&P FOODS	$100	$135	$174	$163	$132	$168
S&P 500	$100	$125	$174	$217	$231	$209

Performance Graph--December 29, 1999-June 29, 2001

The following graph compares the total shareholder return on the Company's Common Stock over the period from December 29, 1999 through June 29, 2001 with the cumulative total shareholder return on the Standard & Poor's 500 Stock Index and the return on the Standard & Poor's Foods Group Index, assuming an investment of $100 in each at their closing prices on December 29, 1999 and reinvestment of dividends.

[Graph appears here]

<TABLE>
<CAPTION>

	12/99	3/00	6/00	9/00	12/00	3/01	6/01
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
H.J. HEINZ	$100	$ 89	$112	$ 96	$124	$106	$109
S&P FOODS	$100	$ 89	$100	$101	$127	$116	$117
S&P 500	$100	$102	$100	$ 99	$ 91	$ 80	$85

</TABLE>

Additional Information

Section 16 Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers to file with the Securities and Exchange Commission reports of ownership and changes in ownership of any securities of the Company. To the Company's knowledge, during the fiscal year ended May 2, 2001, all required filings were made on a timely basis, based solely on review of the copies of such reports furnished to the Company and written representations that no other reports were required.

Shareholder Proposals

The Company's By-Laws prescribe the procedures shareholders must follow to nominate directors or to bring other business before shareholder meetings. To nominate a candidate for director at the 2002 Annual Meeting, your notice of the nomination must be received by the Company between January 7 and April 7, 2002. The notice must describe various matters regarding the nominee, including name, address, occupation and shares held. To bring other matters before the 2002 Annual Meeting and to include a matter in the Company's proxy statement and proxy for that meeting, notice must be received by the Company within the time limits described above and meet Company By-Law requirements. Copies of the Company's By-Laws may be obtained free of charge from the Secretary.

Proxy Solicitation

The Company pays the costs of soliciting proxies, including the fees of D.F. King & Co., estimated to be $18,000 plus expenses. The Company also reimburses brokers and other nominees for their reasonable expenses in forwarding the proxy materials to shareholders and obtaining their votes. Directors, officers and employees of the Company may also solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

Annual Report

The Annual Report to Shareholders covering the Company's fiscal year ended May 2, 2001 has been mailed together with the proxy solicitation material. The Annual Report does not form any part of the material for the solicitation of proxies.

Karyll A. Davis
Secretary

Dated: August 3, 2001

Appendix A

Audit Committee Charter

Purpose

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities by:

- Overseeing that management has established and maintained processes to assure the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company.

- Overseeing that management has established and maintained processes to assure that an adequate system of internal control is functioning within the Company.

- Overseeing that management has established and maintained processes to assure compliance by the Company with all applicable laws, regulations and Company policies.

- Overseeing that management has established and maintained processes to assure the quality and effectiveness of both the external and internal auditors.

Composition

The Audit Committee shall be appointed by the Board of Directors and be composed of independent Directors who are free from any relationship that, in the opinion of the Board, would interfere with the exercise of each member's independent judgment. Immediate family members of employees, current or former Company employees and directors who are employed by a company where a Heinz employee sits on that company's Compensation Committee are ineligible for Audit Committee membership. All Audit Committee members shall, in the judgment of the Board of Directors, be financially literate. At lease one Audit Committee member shall, in the judgment of the Board of Directors, have financial expertise.

Responsibilities and Duties

Process and Administration

1. Holding such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Audit Committee or at the request of the external accountants or the Vice President-Corporate Audit.

2. Creating an agenda for the ensuing year.

3. Reporting through its Chairman to the Board of Directors following the meetings of the Audit Committee.

4. Maintaining minutes or other records of meetings and activities of the Audit Committee.

5. Reviewing the responsibilities outlined in this charter annually and reporting and making recommendations to the Board of Directors on any revisions to these responsibilities.

6. Conducting or authorizing investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation.

Monitoring and Oversight Activities

1. Reviewing with management and the external auditors and internal auditors significant risks and exposures related to financial issues and controls, audit activities and significant findings.

2. Reviewing with management and the external auditors the Company's audited annual financial statements, including matters required to be discussed by the external auditors by Statements on Auditing Standards No. 61 (as may be amended), and the external auditors' opinion rendered with respect to such financial statements. Based on this review, recommending as appropriate, to the Board of Directors, the inclusion of the audited financial statements in the Company's Form 10-K and annual report.

3. Obtaining from the external and internal auditors their assessments of the Company's internal controls and their recommendations regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and its subsidiaries and reviewing the correction of any significant controls determined to be deficient.

4. Reviewing with appropriate Company personnel the actions taken to ensure compliance with the Company's Code of Business Conduct and the results of confirmations and violations of such code.

5. Reviewing and approving expense accounts of the Chairman and the Chief Executive Officer (this activity is performed by the Audit Committee Chairman).

External and Internal Auditors

1. Reviewing the performance of the external auditors annually and making recommendations to the Board of Directors regarding the appointment, reappointment or termination of the external auditors. The Audit Committee and the Board of Directors have ultimate authority with regard to all matters involving the external auditors, including selection, evaluation and replacement. The external auditors are ultimately accountable to the Audit Committee and the Board of Directors.

2. Conferring with the external auditors and the internal auditors concerning the scope of their examinations of the books and records of the Company and its subsidiaries; reviewing and approving the external auditors' audit scope and approach; reviewing and approving the Company's internal audit charter, annual audit plans and budgets (including progress against those plans/budgets); directing the attention of the external and internal auditors to specific matters or areas deemed by the Audit Committee or the auditors to be of special significance; and authorizing the external and internal auditors to perform such supplemental reviews or audits as the Audit Committee may deem desirable.

3. Receiving from the external auditors a formal written statement delineating all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard No. 1 (as may be amended). The Audit Committee is also responsible for actively engaging in a dialogue with the external auditors with respect to any disclosed relationships or service which may impact the objectivity and independence of the external auditors and for recommending that the Board of Directors takes appropriate action to ensure the independence of the external auditors.

4. Reviewing the range and cost of audit and non-audit services performed by the external auditors.

5. Ensuring the independence and objectivity of the internal audit function by reviewing the nature, extent and quality of the internal audit and also internal audit's coordination with the external auditor.

6. Providing a format for the external and internal auditors to communicate directly with the Audit Committee without management present.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to resolve disagreements, if any, between management and the independent auditor or to ensure compliance with laws and regulations and the Company's Code of Business Conduct.

H.J. HEINZ COMPANY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

WILLIAM R. JOHNSON, PAUL F. RENNE and LAURA STEIN are, and each of them is, appointed and authorized to represent the undersigned at the Annual Meeting of Shareholders of H.J. Heinz Company to be held at Heinz Hall for the Performing Arts, located at 600 Penn Avenue, Pittsburgh, Pennsylvania, on Tuesday, September 11, 2001 at 2:00 P.M., and at any adjournments thereof, and to vote the number of shares of Common Stock that the undersigned would be entitled to vote if personally present on all proposals coming before the meeting in the manner specified and on any other business that may properly come before the meeting.

PLEASE VOTE ON THE MATTERS STATED ON THE REVERSE SIDE BY SIGNING, DATING AND RETURNING THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE SHAREHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES FOR ELECTION AS DIRECTORS, AND THE RATIFICATION OF AUDITORS.

FOLD AND DETACH HERE

[LOGO OF HEINZ APPEARS HERE]

ADMISSION TICKET

H.J. HEINZ COMPANY

2001 ANNUAL MEETING OF SHAREHOLDERS

TUESDAY, SEPTEMBER 11, 2001
2:00 P.M.

Heinz Hall for the Performing Arts
600 Penn Avenue, Pittsburgh, Pennsylvania 15222
(Main Entrance on Sixth Street Between Penn and Liberty Avenues)

The doors will not open before 1:00 p.m.

THIS TICKET WILL ADMIT TWO PERSONS

Please mark your votes as indicated in this example [X]

The Board of Directors recommends a vote FOR all nominees for Election of Directors.

---

1. Election of Directors:	FOR all twelve nominees unless otherwise indicated.	WITHHOLD AUTHORITY to vote for all nominees.
Nominees:		
01 W.R. Johnson, 02 N.F. Brady, 03 M.C. Choksi, 04 L.S. Coleman, Jr., 05 E.E. Holiday, 06 S.C. Johnson, 07 C. Kendle, 08 D.R. O'Hare, 09 P.F. Renne, 10 T.J. Usher, 11 D.R. Williams, and 12 J.M. Zimmerman	[_]	[_]

INSTRUCTIONS: To withhold authority for any individual nominee, write that nominee's name in the space provided below.

The Board of Directors recommends a vote FOR Item 2.

	FOR	AGAINST	ABSTAIN
2. Ratification of Auditors.	[_]	[_]	[_]

---

3. The proxies are also authorized to vote, in their discretion, upon such other matters as may properly come before the meeting.

WILL ATTEND MEETING [_] YES [_] NO

Please disregard if you have previously provided your consent decision.

By checking the box to the right, I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the internet at a webpage which will be disclosed to me. I understand that the Company may no longer distribute printed materials to me for any future shareholder meeting until such consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgefield Park, NJ, and that costs normally associated with electronic delivery, such as usage and telephone charges, as well as any costs I may incur in printing documents, will be my responsibility. [_]

Signature (and title, if applicable) -------------------------- Date ----------

NOTE: Please sign exactly as your name appears on this Proxy. If joint owners, EITHER may sign the Proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full name and title.

-- FOLD AND DETACH HERE --

YOUR VOTE IS IMPORTANT TO US. PLEASE COMPLETE, DATE AND SIGN THE ABOVE PROXY CARD AND RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE.

IF YOU CONSENT TO ELECTRONIC RECEIPT OF FUTURE MATERIALS, PLEASE MARK THE APPROPRIATE BOX ABOVE.

IF YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE MARK THE APPROPRIATE BOX ABOVE AND BRING THIS PORTION OF THE CARD, WHICH WILL BE YOUR ADMISSION TICKET, TO THE MEETING. NO ADMISSION TICKETS WILL BE MAILED.

H.J. HEINZ COMPANY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

WILLIAM R. JOHNSON, PAUL F. RENNE and LAURA STEIN are, and each of them is, appointed and authorized to represent the undersigned at the Annual Meeting of Shareholders of H.J. Heinz Company to be held at Heinz Hall for the Performing Arts, located at 600 Penn Avenue, Pittsburgh, Pennsylvania, on Tuesday, September 11, 2001 at 2:00 P.M., and at any adjournments thereof, and to vote the number of shares of Third Cumulative Preferred Stock, $1.70 First Series, that the undersigned would be entitled to vote if personally present on all proposals coming before the meeting in the manner specified and on any other business that may properly come before the meeting.

PLEASE VOTE ON THE MATTERS STATED ON THE REVERSE SIDE BY SIGNING, DATING AND RETURNING THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE SHAREHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES FOR ELECTION AS DIRECTORS, AND THE RATIFICATION OF AUDITORS.

FOLD AND DETACH HERE

[LOGO OF HEINZ APPEARS HERE]

ADMISSION TICKET

H.J. HEINZ COMPANY

2001 ANNUAL MEETING OF SHAREHOLDERS

TUESDAY, SEPTEMBER 11, 2001
2:00 P.M.

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(Main Entrance on Sixth Street Between Penn and Liberty Avenues)

The doors will not open before 1:00 p.m.

THIS TICKET WILL ADMIT TWO PERSONS

Please mark your votes as indicated in this example [X]

The Board of Directors recommends a vote FOR all nominees for Election of Directors.

---

1. Election of Directors: Nominees:	FOR all twelve nominees unless otherwise indicated.	WITHHOLD AUTHORITY to vote for all nominees.
01 W.R. Johnson, 02 N.F. Brady, 03 M.C. Choksi, 04 L.S. Coleman, Jr., 05 E.E. Holiday, 06 S.C. Johnson, 07 C. Kendle, 08 D.R. O'Hare, 09 P.F. Renne, 10 T.J. Usher, 11 D.R. Williams, and 12 J.M. Zimmerman	[_]	[_]

INSTRUCTIONS: To withhold authority for any individual nominee, write that nominee's name in the space provided below.

The Board of Directors recommends a vote FOR Item 2.

	FOR	AGAINST	ABSTAIN
2. Ratification of Auditors.	[_]	[_]	[_]

---

3. The proxies are also authorized to vote, in their discretion, upon such other matters as may properly come before the meeting.

	YES	NO
WILL ATTEND MEETING	[_]	[_]

Please disregard if you have previously provided your consent decision.

By checking the box to the right, I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the internet at a webpage which will be disclosed to me. I understand that the Company may no longer distribute printed materials to me for any [_]

future shareholder meeting until such consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgefield Park, NJ, and that costs normally associated with electronic delivery, such as usage and telephone charges, as well as any costs I may incur in printing documents, will be my responsibility.

Signature (and title, if applicable) __________________________ Date __________

NOTE: Please sign exactly as your name appears on this Proxy. If joint owners, EITHER may sign the Proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full name and title.

-- FOLD AND DETACH HERE --

YOUR VOTE IS IMPORTANT TO US. PLEASE COMPLETE, DATE AND SIGN THE ABOVE PROXY CARD AND RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE.

IF YOU CONSENT TO ELECTRONIC RECEIPT OF FUTURE MATERIALS, PLEASE MARK THE APPROPRIATE BOX ABOVE.

IF YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE MARK THE APPROPRIATE BOX ABOVE AND BRING THIS PORTION OF THE CARD, WHICH WILL BE YOUR ADMISSION TICKET, TO THE MEETING. NO ADMISSION TICKETS WILL BE MAILED.