HERSHEY CO

Form 4

February 26, 2014

FORM 4

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

OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *Buck Michele			2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
100 CRYSTAL A DRIVE			02/24/2014	_X_ Officer (give title Other (specify below)		
				President, North America		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
HERSHEY, PA 17033				Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial any (D) Ownership ect (Instr. 4)

		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (I or Indire (I) (Instr. 4)
Common Stock	02/24/2014		M	10,369	A	\$ 51.42	96,855	D
Common Stock	02/24/2014		S <u>(1)</u>	9,559	D	\$ 107.873 (2)	87,296	D
Common Stock	02/24/2014		S <u>(1)</u>	810	D	\$ 108.309 (3)	86,486	D
Common Stock	02/24/2014		M	12,144	A	\$ 39.26	86,486	D
	02/24/2014		S(1)	12,144	D		86,486	D

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Common \$
Stock 108.241

Common Stock $161.6437 \quad I \qquad \qquad \frac{401(k)}{Plan}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date urities (Month/Day/Year) uired (A) isposed of r. 3, 4,		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Non-qualified Stock Option (Right to Buy)	\$ 51.42	02/24/2014		M <u>(1)</u>	10,369	<u>(5)</u>	02/21/2021	Common Stock	10,3
Non-qualified Stock Option (Right to Buy)	\$ 39.26	02/24/2014		M(1)	12,144	<u>(6)</u>	02/22/2020	Common Stock	12,1

Reporting Owners

Reporting Owner Name / Address	Kelationships				
1 0	Director 10% Owner		Officer	Other	
Buck Michele					
100 CRYSTAL A DRIVE			President, North America		
HERSHEY, PA 17033					

Signatures

/s/ Kathleen Purcell, Agent for Michele G.
Buck
02/25/2014

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 3, 2014.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$107.22 to \$108.21. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$108.22 to (3) \$108.33. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$108.00 to \$108.65. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.
- (5) The options vest according to the following schedule: 25% vested on February 22, 2012, 25% vested on February 22, 2013, 25% vested on February 22, 2014 and 25% will vest on February 22, 2015.
- (6) The options vest according to the following schedule: 25% vested on February 23, 2011, 25% vested on February 23, 2012, 25% vested on February 23, 2013 and 25% vested on February 23, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.