

Wege D Michael  
 Form 3  
 September 23, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Wege D Michael		(Month/Day/Year)	HERSHEY CO [HSY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		09/13/2011		
100 CRYSTAL A DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP Chief Commercial Officer	
HERSHEY, Â PA Â 17033			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,253	D	Â
Common Stock	790.646	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/14/2015	Common Stock	4,550	\$ 61.7	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/15/2016	Common Stock	6,050	\$ 52.3	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	04/22/2017	Common Stock	8,550	\$ 54.68	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/12/2018	Common Stock	16,440	\$ 35.87	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/16/2019	Common Stock	22,830	\$ 34.89	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/22/2020	Common Stock	20,495	\$ 39.26	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(1)</u>	02/21/2021	Common Stock	20,505	\$ 51.42	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	875	\$ 0 <u>(3)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wege D Michael 100 CRYSTAL A DRIVE HERSHEY, PA 17033	Â	Â	Â SVP Chief Commercial Officer	Â

## Signatures

D. Michael  
Wege

09/23/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Options vest according to the following schedule: 25% vest on the first anniversary of the award date, an additional 25% vest on the second anniversary of the award date, an additional 25% vest on the third anniversary of the award date, and the options become fully vested on the fourth anniversary of the award date.

(2) Restricted Stock Units ("RSUs") were granted on July 7, 2008 of which 875 units vested on 8/7/2009, 875 units vested on 7/7/2010, 875 units vested on 7/7/2011 and the remaining 875 units from that grant will vest on 7/7/2012.

(3) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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