**Buck Michele** Form 4 April 03, 2012

## FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Buck Michele			2. Issuer Name <b>and</b> 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	(*************************************		
100 CRYSTAL	. A DRIVE		(Month/Day/Year) 04/02/2012	Director 10% OwnerX Officer (give title Other (specify below)  SVP Chief Growth Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HERSHEY, PA 17033			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

HERSHEY, PA 17033
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(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/02/2012		Code V	Amount 12,144	or (D)	Price \$ 39.26	(Instr. 3 and 4) 69,345	D	
Common Stock	04/02/2012		S <u>(1)</u>	12,144	D	\$ 62	57,201	D	
Common Stock							156.6541 (2)	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

### Edgar Filing: Buck Michele - Form 4

#### number.

# 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)	TransactionDerivative Ex Code Securities (M (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh	
Non-qualified Stock Option (Right to Buy)	\$ 39.26	04/02/2012		M(1)	12,144	(3)	02/22/2020	Common Stock	12,1	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Buck Michele** 

100 CRYSTAL A DRIVE SVP Chief Growth Officer

HERSHEY, PA 17033

# **Signatures**

Michele G. 04/03/2012

\*\*Signature of Date
Reporting Person

## **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 exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2011.
  - The total amount of securities reported as indirectly owned by the reporting person represents a reduction of .2659 shares allocated to the reporting person's account in the Company's 401(k) Plan as of March 5, 2012. To manage liquidity needs of the 401(k) Plan, the Plan
- (2) trustee from time-to-time maintains a lower overall share balance (versus cash) in the 401(k) Plan, which in this instance resulted in a reduction in the number of shares allocated to the reporting person's account when compared to the reporting person's Form 4 filed on February 23, 2012. The information is based on a report dated March 5, 2012, provided by the Plan trustee.
- (3) The options vest according to the following schedule: 25% vested on February 23, 2011, 25% vested on February 23, 2012, 25% will vest on February 23, 2013 and 25% will vest 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.

Reporting Owners 2