

HERSHEY CO
Form 4
February 24, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
McConville Richard M

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(Street)

HERSHEY, PA 17033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERSHEY CO [HSY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/23/2015 | | M | | 2,888 | A | \$ 34.89 |
| | | | | | | | 5,484 |
| Common Stock | 02/23/2015 | | S | | 2,888 | D | \$ 106.195 |
| | | | | | | | (1) |
| Common Stock | 02/23/2015 | | M | | 3,500 | A | \$ 39.26 |
| | | | | | | | 6,096 |
| Common Stock | 02/23/2015 | | S | | 3,500 | D | \$ 106.183 |
| | | | | | | | (2) |
| | 02/23/2015 | | F | | 33 | D | \$ 105.97 |
| | | | | | | | 2,563 |

Common
Stock

Common Stock 02/23/2015 F 36 D \$ 105.97 2,527 D

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy) | \$ 34.89 | 02/23/2015 | | M | 2,888 | ⁽³⁾ 02/16/2019 | Common Stock | 2,888 |
| Non-qualified Stock Option (Right to Buy) | \$ 39.26 | 02/23/2015 | | M | 3,500 | ⁽⁴⁾ 02/22/2020 | Common Stock | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McConville Richard M 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | | VP, Chief Accounting Officer | |

Signatures

/s/ James Turoff, Agent for Richard M. McConville 02/24/2015

**Signature of Reporting Person

Date

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) This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$106.180 to \$106.200. 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.

(2) This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$106.180 to \$106.185. 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.

(3) The options vest according to the following schedule: 25% vested on February 17, 2010, 25% vested on February 17, 2011, 25% vested on February 17, 2012 and 25% vested on February 17, 2013.

(4) 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.

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