HERNQUIST THOMAS K

Form 4 June 18, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * HERNQUIST THOMAS K			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	(choon an approacts)			
			(Month/Day/Year)	Director 10% Owner			
100 CRYSTAL A DRIVE		Ξ	06/16/2007	X Officer (give title Other (specify below) SVP, Global Chief Growth Off.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
			Filed(Month/Day/Year)				
HERSHEY, PA 17033				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	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) (A) or Code V Amount (D) Price			ed of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/16/2007		M	1,250	A	<u>(1)</u>	38,754.1755	D	
Common Stock	06/16/2007		D	1,250	D	\$ 51.07	37,504.1755 (2)	D	
Common Stock							594.973	I	401(k) Plan

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

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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. Transactic Code (Instr. 8)	5. Number proof 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)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/16/2007		M	1,250 (3)	<u>(4)</u>	<u>(4)</u>	Common Stock	1,250	2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HERNQUIST THOMAS K 100 CRYSTAL A DRIVE HERSHEY, PA 17033

SVP, Global Chief Growth Off.

Signatures

By: Bonnie S. Martin, as Attorney-in-Fact For: Thomas K. Hernquist

06/18/2007

**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) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- (2) The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes the acquisition of 32.8437 shares on March 15, 2007 pursuant to the Company's Dividend Reinvestment Plan.
- (3) Vested Restricted Stock Units granted under the Company's Key Employee Incentive Plan ("Plan") converted and settled with the Company in cash as permitted under the Plan.
 - Restricted Stock Units ("RSUs") granted on June 16, 2004 of which 1,250 RSUs vested on June 16, 2007. The remaining 1,250 unvested RSUs from that grant will vest on June 16, 2008. Once vested, RSUs may be: (1) settled in cash having a value equivalent to
- (4) the closing price of Common Stock on the New York Stock Exchange on the day preceding the vesting date, in an equal number of shares of Common Stock, or in a combination of cash and Common Stock; or (2) deferred under the Company's Deferred Compensation Plan. The reporting person has elected to settle the vested RSUs for cash.

Reporting Owners 2

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Remarks:

a currently valid OMB number.

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu 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