

HERSHEY CO
Form 3
December 19, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol | |
| Â Buck Michele | | (Month/Day/Year) | HERSHEY CO [HSY] | |
| (Last) | (First) | (Middle) | 12/10/2007 | |
| THE HERSHEY COMPANY,Â 100 CRYSTAL A DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| HERSHEY,Â PAÂ 17033 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, Global Chief Mktg Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <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 | 3,226.348 | D | Â |
| Common Stock | 139.757 | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: HERSHEY CO - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Stock Option (right to buy) | Â (1) | 04/18/2015 | Common Stock | 16,900 | \$ 61 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/15/2016 | Common Stock | 19,950 | \$ 52.3 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 04/22/2017 | Common Stock | 20,900 | \$ 54.68 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 11,766 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Buck Michele THE HERSHEY COMPANY 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | Â | Â | Â SVP, Global Chief Mktg Officer | Â |

Signatures

Michele G. Buck 12/18/2007

**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 grant date, an additional 25% vest on the (1) second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

The total amount of Restricted Stock Units ("RSUs") were granted and will vest as follows: (1) 14,725 RSUs were granted on April 9, 2005 of which 4,567 units vested on 2/1/2006, 8,492 units vested on 2/1/2007, and the remaining 1,666 units vest on 2/1/2008; (2) 2,500 (2) RSUs were granted on January 8, 2007 of which 625 units vest on 2/8/2008, 625 units vest on 1/8/2009, 625 units vest on 1/8/2010, and the remaining 625 units vest on 1/8/2011; and (3) 7,600 RSUs were granted on May 1, 2007 of which 2,508 units vest on 5/1/2008, 2,508 units vest on 5/1/2009, and the final 2,584 units vest on 5/1/2010.

(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.

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.