

Azzara C Daniel  
 Form 4  
 August 17, 2011

**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 \*  
 Azzara C Daniel

(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)  
 08/15/2011

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)  
 SVP, Global R&D

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/15/2011		M		2,000	A	\$ 32.25 34,810	D
Common Stock	08/15/2011		S		100	D	\$ 56.4501 34,710	D
Common Stock	08/15/2011		S		100	D	\$ 56.4502 34,610	D
Common Stock	08/15/2011		S		1,400	D	\$ 56.451 33,210	D
Common Stock	08/15/2011		S		400	D	\$ 56.452 32,810	D

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Common Stock	08/15/2011	M	2,000	A	\$ 36.09	34,810	D	
Common Stock	08/15/2011	S	119	D	\$ 56.412	34,691	D	
Common Stock	08/15/2011	S	600	D	\$ 56.414	34,091	D	
Common Stock	08/15/2011	S	100	D	\$ 56.4205	33,991	D	
Common Stock	08/15/2011	S	200	D	\$ 56.421	33,791	D	
Common Stock	08/15/2011	S	600	D	\$ 56.431	33,191	D	
Common Stock	08/15/2011	S	200	D	\$ 56.432	32,991	D	
Common Stock	08/15/2011	S	181	D	\$ 56.442	32,810	D	
Common Stock						2,477.362 <sup>(1)</sup>	I	401(k) Plan

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

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(9-02)

**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)	\$ 32.25	08/15/2011		M	2,000	<sup>(2)</sup> 02/02/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 36.09	08/15/2011		M	2,000	<sup>(3)</sup> 06/18/2013	Common Stock	2,000

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azzara C Daniel 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Global R&D	

## Signatures

C. Daniel  
Azzara

08/17/2011

\*\*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) The total amount of securities reported as indirectly owned by the reporting person includes 17.188 shares acquired from May 2, 2011 through July 29, 2011, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated August 1, 2011, provided by the Plan trustee.
  - (2) The options vested according to the following schedule: 25% vested on February 3, 2004, 25% vested on February 3, 2005, 25% vested on February 3, 2006 and 25% vested on February 3, 2007.
  - (3) The options vested according to the following schedule: 25% vested on June 19, 2004, 25% vested on June 19, 2005, 25% vested on June 19, 2006 and 25% vested on June 19, 2007.

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