

SNYDER BURTON H
Form 4
April 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
SNYDER BURTON H

(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)
03/30/2012

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, General Counsel & Sec

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2012		M		8,283	A	\$ 35.87
Common Stock	03/30/2012		S ⁽¹⁾		8,283	D	\$ 61.57
Common Stock	03/30/2012		M		3,851	A	\$ 34.89
Common Stock	03/30/2012		S ⁽¹⁾		3,851	D	\$ 61.55
Common Stock	03/30/2012		M		1,683	A	\$ 39.26

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Common Stock	03/30/2012	S ⁽¹⁾	1,683	D	\$ 61.55	30,983	D	
Common Stock	04/02/2012	M	9,372	A	\$ 35.87	40,355	D	
Common Stock	04/02/2012	S ⁽¹⁾	9,372	D	\$ 61.55	30,983	D	
Common Stock	04/02/2012	M	46,639	A	\$ 34.89	77,622	D	
Common Stock	04/02/2012	S ⁽¹⁾	46,639	D	\$ 61.55	30,983	D	
Common Stock	04/02/2012	M	22,807	A	\$ 39.26	53,790	D	
Common Stock	04/02/2012	S ⁽¹⁾	22,807	D	\$ 61.55	30,983	D	
Common Stock						3,090.2218 (2)	I	401(k) Plan

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 35.87	03/30/2012		M ⁽¹⁾	8,283	(3) 02/12/2018	Common Stock	8,283
Non-qualified Stock Option (Right to Buy)	\$ 34.89	03/30/2012		M ⁽¹⁾	3,851	(4) 02/16/2019	Common Stock	3,851
Non-qualified Stock Option (Right to Buy)	\$ 39.26	03/30/2012		M ⁽¹⁾	1,683	(5) 02/22/2020	Common Stock	1,683

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Non-qualified Stock Option (Right to Buy)	\$ 35.87	04/02/2012	M ⁽¹⁾	9,372	⁽³⁾	02/12/2018	Common Stock	9,372
Non-qualified Stock Option (Right to Buy)	\$ 34.89	04/02/2012	M ⁽¹⁾	46,639	⁽⁴⁾	02/16/2019	Common Stock	46,639
Non-qualified Stock Option (Right to Buy)	\$ 39.26	04/02/2012	M ⁽¹⁾	22,807	⁽⁵⁾	02/22/2020	Common Stock	22,807

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER BURTON H 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, General Counsel & Sec	

Signatures

Burton H. Snyder 04/03/2012

 **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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2012.

The total amount of securities reported as indirectly owned by the reporting person represents a reduction of 6.3042 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 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 vested according to the following schedule: 25% vested on February 13, 2009, 25% vested on February 13, 2010, 25% vested on February 13, 2011 and 25% vested on February 13, 2012.

(4) The options vested 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% will vest on February 17, 2013.

(5) The options vested 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.