HERSHEY CO Form 4 July 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Wege D Michael			Symbol HERSHEY CO [HSY]					Issuer				
(Last)	(First)	(Mic	ddle)		Earliest Tr	-			(Check all applicable)			
100 CRYSTAL A DRIVE				(Month/Day/Year) 07/01/2013					Director 10% Owner Nother (give title Other (specify below) SVP, Chief Growth & Marketing			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
HERSHEY, PA 17033				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Z	ip)	Table	e I - Non-D	on-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) l	Execution any		3. Transaction Code (Instr. 8)	(Instr. 3,	spose	d 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)		
Common Stock	07/01/2013				S <u>(1)</u>	900	D	\$ 89.42	30,834	D		
Common Stock	07/01/2013				M	220	A	\$ 61.7	31,054	D		
Common Stock	07/01/2013				S(2)	220	D	\$ 89.42	30,834	D		
Common Stock									818.5167 (3)	I	401(k) Plan	

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

Plan

Edgar Filing: HERSHEY CO - Form 4

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.

SEC 1474 (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. 3. Transaction Dat Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	omf Deriv Secu Acqu (A) of Dispo	or posed O) er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 61.7	07/01/2013		M(2)		220	<u>(4)</u>	02/14/2015	Common Stock	220

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wege D Michael

100 CRYSTAL A DRIVE SVP, Chief Growth & Marketing

HERSHEY, PA 17033

Signatures

Kathleen S. Purcell, Agent for D. Michael Wege 07/02/2013

**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 April 30, 2013.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013.
 - The total amount of securities reported as indirectly owned by the reporting person includes 3.095 shares acquired from June 1, 2013
- (3) through June 30, 2013, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated July 1, 2013, provided by the Plan Trustee.

(4)

Reporting Owners 2

Edgar Filing: HERSHEY CO - Form 4

The options vested according to the following schedule: 25% vested on February 15, 2006, 25% vested on February 15, 2007, 25% vested on February 15, 2008 and 25% vested on February 15, 2009.

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.