HERSHEY CO Form 4 July 09, 2015

FORM 4

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

Washington, D.C. 20549

OMB APPROVAL

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wege D Michael			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HERSHEY CO [HSY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
100 CRYSTAL	A DRIVE		(Month/Day/Year) 07/07/2015	Director 10% Owner X_ Officer (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		
(0.1	(0, ,)	(7 :)				

(City)	(State)	(Zip) Tabl	e I - Non-D)erivative	Secur	ities 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)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	07/07/2015		Code V $S_{\underline{(1)}}$	Amount 450	(D)	Price \$ 91	24,550	D	
Common Stock	07/07/2015		M	770	A	\$ 34.89	25,320	D	
Common Stock	07/07/2015		S(1)	770	D	\$ 91	24,550	D	
Common Stock							849.9115 (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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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative		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)	\$ 34.89	07/07/2015		M		770	(3)	02/16/2019	Common Stock	770

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wege D Michael 100 CRYSTAL A DRIVE HERSHEY, PA 17033

SVP, Chief Growth & Marketing

Signatures

/s/ James Turoff, Agent for D. Michael
Wege 07/08/2015

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2014.
- The total amount of securities reported as indirectly owned by the reporting person includes 6.5466 shares acquired from June 1, 2015 (2) through June 30, 2015, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated July 1, 2015, provided by the Plan Trustee.
- (3) The options vest 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% vested on February 17, 2013.

Reporting Owners 2

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