

O'Day Terence L
Form 4
May 17, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Day Terence L

(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)

05/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Global Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/15/2012		M	3,808 A	\$ 35.23	42,878	D
Common Stock	05/15/2012		S	3,808 D	\$ 68.72	39,070	D
Common Stock	05/15/2012		M	38,255 A	\$ 34.89	77,325	D
Common Stock	05/15/2012		S	38,255 D	\$ 68.7	39,070	D
Common Stock	05/15/2012		M	2,937 A	\$ 34.89	42,007	D

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Common Stock 05/15/2012 S 2,937 D \$ 68.77 39,070 D

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 Security (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)	\$ 35.23	05/15/2012		M	3,808	<u>(1)</u> 12/01/2018	Common Stock 3,808
Non-qualified Stock Option (Right to Buy)	\$ 34.89	05/15/2012		M	38,255	<u>(2)</u> 02/16/2019	Common Stock 38,255
Non-qualified Stock Option (Right to Buy)	\$ 34.89	05/15/2012		M	2,937	<u>(2)</u> 02/16/2019	Common Stock 2,937

Reporting Owners

Reporting Owner Name / Address	Relationships
O'Day Terence L 100 CRYSTAL A DRIVE HERSHEY, PA 17033	Director 10% Owner Officer Other
	SVP, Global Operations

Signatures

Terence L. O'Day 05/17/2012

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 options vest according to the following schedule: 25% vested on December 2, 2009, 25% vested on December 2, 2010, 25% vested on December 2, 2011 and 25% will vest on December 2, 2012.

(2) 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% will vest on February 17, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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