

HERSHEY CO
Form 4
March 19, 2014

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 *
BILBREY JOHN P

(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)
03/17/2014

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)
President and CEO

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	Price	
Common Stock	03/17/2014		M		26,633	A \$ 39.26	186,106 D
Common Stock	03/17/2014		S ⁽¹⁾		26,633	D \$ 105.362	159,473 D
Common Stock	03/17/2014		M		75,982	A \$ 51.42	210,128 D
Common Stock	03/17/2014		S ⁽¹⁾		50,655	D \$ 105.409	159,473 D
	03/17/2014		S ⁽¹⁾		25,327	D	134,146 D

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Common Stock	\$					
	106.232					
	<u>(4)</u>					
Common Stock		314.6581	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 39.26	03/17/2014		M	26,633	<u>(5)</u> 02/22/2020	Common Stock	26,633	
Non-qualified Stock Option (Right to Buy)	\$ 51.42	03/17/2014		M	75,982	<u>(6)</u> 02/21/2021	Common Stock	75,982	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILBREY JOHN P 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X		President and CEO	

Signatures

/s/ Kathleen S. Purcell, Agent for John P. Bilbrey 03/19/2014

__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 5, 2014.

This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$105.14 to

(2) \$105.55. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$105.14 to

(3) \$105.87. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$105.77 to

(4) \$106.58. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

(5) The options vest according to the following schedule: 25% vested on February 23, 2011, 25% vested on February 23, 2012, 25% vested on February 23, 2013 and 25% vested on February 23, 2014.

(6) The options vest according to the following schedule: 25% vested on February 22, 2012, 25% vested on February 22, 2013, 25% vested on February 22, 2014 and 25% will vest on February 22, 2015.

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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