

TACKA DAVID W
Form 4
May 23, 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 *
TACKA DAVID W

(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)
05/21/2012

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)
VP CAO

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) | (A) or (D) | 5. Amount or Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock | 05/21/2012 | | M | 11,000 | A | \$ 52.3 | 33,329.914 | D | |
| Common Stock | 05/21/2012 | | S | 11,000 | D | \$ 67.4 | 22,329.914 | D | |
| Common Stock | 05/22/2012 | | M | 1,200 | A | \$ 61.7 | 23,529.914 | D | |
| Common Stock | 05/22/2012 | | S | 1,200 | D | \$ 68 | 22,329.914 | D | |
| Common Stock | 05/22/2012 | | M | 500 | A | \$ 61.27 | 22,829.914 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------------|---|-------------|
| Common Stock | 05/22/2012 | S | 500 | D | \$ 68 | 22,329.914 | D | |
| Common Stock | 05/22/2012 | M | 5,375 | A | \$ 54.68 | 27,704.914 | D | |
| Common Stock | 05/22/2012 | S | 5,375 | D | \$ 68 | 22,329.914 (1) | D | |
| Common Stock | | | | | | 5,914.896 (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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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy) | \$ 52.3 | 05/21/2012 | | M | 11,000 | (3) 02/15/2016 | Common Stock | 11,000 |
| Non-qualified Stock Option (Right to Buy) | \$ 61.7 | 05/22/2012 | | M | 1,200 | (4) 02/14/2015 | Common Stock | 1,200 |
| Non-qualified Stock Option (Right to Buy) | \$ 61.27 | 05/22/2012 | | M | 500 | (5) 04/17/2015 | Common Stock | 500 |
| Non-qualified Stock Option (Right to Buy) | \$ 54.68 | 05/22/2012 | | M | 5,375 | (6) 04/22/2017 | Common Stock | 5,375 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TACKA DAVID W
100 CRYSTAL A DRIVE
HERSHEY, PA 17033

VP CAO

Signatures

David W. Tacka 05/23/2012

 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 total amount of securities reported as directly owned by the reporting person has been adjusted to include the acquisition of 2.2494 shares on March 15, 2012, pursuant to the Company's Dividend Reinvestment Plan.

The total amount of securities reported as indirectly owned by the reporting person includes 50.523 shares acquired from March 6, 2012 through April 30, 2012, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated May 1, 2012, provided by the Plan Trustee.
- (2) The options vest according to the following schedule: 25% vested on February 16, 2007, 25% vested on February 16, 2008, 25% vested on February 16, 2009 and 25% vested on February 16, 2010.
- (3) The options vest 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.
- (4) The options vest according to the following schedule: 25% vested on April 18, 2006, 25% vested on April 18, 2007, 25% vested on April 18, 2008 and 25% vested on April 18, 2009.
- (5) The options vest according to the following schedule: 25% vested on April 23, 2008, 25% vested on April 23, 2009, 25% vested on April 23, 2010 and 25% vested on April 23, 2011.
- (6)

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