

TACKA DAVID W
Form 4
May 07, 2010

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)
05/05/2010

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 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 | | | | | | 5,642.475 ⁽¹⁾ | I | 401(k) Plan |
| Common Stock | 05/05/2010 | | M | 6,500 | A | \$ 34.655 28,868.9642 | D | |
| Common Stock | 05/05/2010 | | M | 10,650 | A | \$ 32.25 39,518.9642 | D | |
| Common Stock | 05/05/2010 | | S | 17,150 | D | \$ 47 22,368.9642 | D | |
| Common Stock | 05/06/2010 | | M | 6,500 | A | \$ 34.655 28,868.9642 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|---|-------|---|---------|-------------|------------------|
| Common Stock | 05/06/2010 | | G | V | 275 | D | \$ 0 | 28,593.9642 | D |
| Common Stock | 05/06/2010 | | S | | 6,500 | D | \$ 47.2 | 22,093.9642 | D ⁽⁸⁾ |

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

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. 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) ⁽²⁾ | \$ 34.655 | 05/05/2010 | | M | 6,500 | ⁽³⁾ 01/21/2012 | Common Stock | 6,500 |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | \$ 32.25 | 05/05/2010 | | M | 10,650 | ⁽⁵⁾ 02/02/2013 | Common Stock | 10,650 |
| Non-Qualified Stock Option (right to buy) ⁽⁶⁾ | \$ 34.655 | 05/06/2010 | | M | 6,500 | ⁽⁷⁾ 01/21/2012 | Common Stock | 6,500 |

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

05/07/2010

**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 indirectly owned by the reporting person includes 33,583 shares acquired from February 1, 2010 through April 30, 2010, pursuant to the Company's 401(k) Plan (?Plan?). The information is based on a report dated May 3, 2010, provided by the Plan Trustee.
 - (2) These options are from an option grant previously reported as 6,500 options at an exercise price of \$69.31. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (3) The options vested according to the following schedule: 25% vested on January 22, 2003, 25% vested on January 22, 2004; 25% vested on January 22, 2005 and 25% vested on January 22, 2006.
 - (4) These options are from an option grant previously reported as 10,650 options at an exercise price of \$64.50. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (5) The options vested according to the following schedule: 25% vested on February 3, 2004; 25% vested on February 3, 2005; 25% vested on February 3, 2006 and 25% vested on February 3, 2007.
 - (6) These options are from an option grant previously reported as 6,500 options at an exercise price of \$69.31. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (7) The options vested according to the following schedule: 25% vested on January 22, 2003, 25% vested on January 22, 2004; 25% vested on January 22, 2005 and 25% vested on January 22, 2006.
 - (8) The total amount of securities reported as directly owned by the reporting person has been adjusted to include the acquisition of .3794 shares on March 15, 2010 pursuant to the Company's Dividend Reinvestment Plan.

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.