#### **BILBREY JOHN P**

Form 4

February 23, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

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).

Stock

(Print or Type Responses)

BILBREY JOHN P Sy			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERSHEY CO [HSY]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/D) (Month/D) (100 CRYSTAL A DRIVE) 02/21/20			Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO				
(Street) 4. If Ar			4. If Ame	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative (	Securi	ties Acar	uired, Disposed of	f. or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Executio any		3.	4. Securition(A) or Dis (Instr. 3, 4)	ies Ac	quired of (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	02/21/2012			A	36,088	A	\$0	88,703	D		
Common Stock	02/21/2012			F	3,819	D	\$ 60.68	84,884	D		
Common								303.945 <u>(1)</u>	I	401(k) Plan	

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

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Plan

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#### number.

# 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of 6. Date Exercisable and TransactionDerivative Expiration Date Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or		ate	7. Title and Amou Underlying Securi (Instr. 3 and 4)		
	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Non-qualified Stock Option (Right to Buy)	\$ 60.68	02/21/2012		A	207,370	(2)	02/20/2022	Common Stock	207

# **Reporting Owners**

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

## **Signatures**

/s/ Steven J. Holsinger, Attorney-in-Fact for John P.
Bilbrey

\*\*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).

The total amount of securities reported as indirectly owned by the reporting person includes 4.332 shares acquired from September 1,

- (1) 2011 through January 31, 2012, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated February 1, 2012, provided by the Plan trustee.
- Options vest according to the following schedule: 25% vest on the first anniversary of the grant date, an additional 25% vest on the second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

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.

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