HERSHEY CO Form 4

February 12, 2014

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

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Section 16.

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Alfonso Humberto P		2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]	5. Relationship of Reporting Person(s) to Issuer			
(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
A DRIVE		(Month/Day/Year) 02/10/2014	Director 10% Owner Officer (give title Other (specify below) President, International			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HERSHEY, PA 17033		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	rto P (First) A DRIVE (Street)	rto P (First) (Middle) A DRIVE (Street)	Symbol HERSHEY CO [HSY] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) A DRIVE 02/10/2014 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of (` ′	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	02/10/2014		M	12,000	A	\$ 35.87	58,366	D	
Common Stock	02/10/2014		S <u>(1)</u>	6,300	D	\$ 100.75 (2)	52,066	D	
Common Stock	02/10/2014		S <u>(1)</u>	5,700	D	\$ 101.36 (3)	46,366	D	

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Non-qualified Stock Option (Right to Buy)	\$ 35.87	02/10/2014		M(1)	12,000	<u>(4)</u>	02/12/2018	Common Stock	12,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Alfonso Humberto P 100 CRYSTAL A DRIVE HERSHEY, PA 17033

President, International

Signatures

/s/ Humberto P. 02/12/2014 Alfonso

**Signature of Reporting Date
Person

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 4, 2014.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$100.20 to (2) \$101.19. 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 \$101.20 to (3) \$101.61. 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.
- (4) The options vest according to the following schedule: 25% vested on February 13, 2009, 25% vested on February 13, 2010, 25% vested on February 13, 2011 and 25% vested on February 13, 2012.

Reporting Owners 2

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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.