

HERSHEY CO
Form 4
June 11, 2013

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 *
Vucovich E Daniel Jr

(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)
06/07/2013

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)
SVP, Chief Commercial Officer

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 (A) or (D) Price | | | |
| Common Stock | 06/07/2013 | | M | 9,872 A \$ 60.68 | 31,891 | D | |
| Common Stock | 06/07/2013 | | M | 9,950 A \$ 51.42 | 41,841 | D | |
| Common Stock | 06/07/2013 | | M | 14,428 A \$ 34.89 | 56,269 | D | |
| Common Stock | 06/07/2013 | | M | 12,707 A \$ 39.26 | 68,976 | D | |
| Common Stock | | | | | 160.2574 ⁽¹⁾ | I | 401(k) Plan |

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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) | \$ 60.68 | 06/07/2013 | | M | 9,872 | <u>(2)</u> 02/20/2022 | Common Stock | 9,872 |
| Non-qualified Stock Option (Right to Buy) | \$ 51.42 | 06/07/2013 | | M | 9,950 | <u>(3)</u> 02/21/2021 | Common Stock | 9,950 |
| Non-qualified Stock Option (Right to Buy) | \$ 34.89 | 06/07/2013 | | M | 14,428 | <u>(4)</u> 02/16/2019 | Common Stock | 14,428 |
| Non-qualified Stock Option (Right to Buy) | \$ 39.26 | 06/07/2013 | | M | 12,707 | <u>(5)</u> 02/22/2020 | Common Stock | 12,707 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vucovich E Daniel Jr 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | | SVP, Chief Commercial Officer | |

Signatures

E. Daniel Vucovich, Jr. 06/11/2013

**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 .206 shares acquired from May 14, 2013 through May 31, 2013, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated June 3, 2013, provided by the Plan Trustee.

(2) The options vest according to the following schedule: 25% vested on February 21, 2013, 25% will vest on February 21, 2014, 25% will vest on February 21, 2015 and 25% will vest on February 21, 2016.

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

(4) The options vest according to the following schedule: 25% vested on February 17, 2010, 25% vested on February 17, 2011, 25% vested on February 17, 2012 and 25% vested on February 17, 2013.

(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% will vest on February 23, 2014.

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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