

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

March 24, 2008

Date of Report (Date of earliest event reported)

The Hershey Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-183

(Commission File Number)

23-0691590

(IRS Employer Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania 17033
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 534-4200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INFORMATION TO BE INCLUDED IN REPORT

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of U.S. Bank National Association.*

* Filed herewith as Exhibit 25.1 is the Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank National Association as successor trustee under the Indenture, dated as of September 16, 2005, between the Registrant and CITIBANK, N.A., as trustee, with respect to the Registrant's debt securities (previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-128375)).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 24, 2008

THE HERSHEY COMPANY

By: /s/ Burton H. Snyder
Burton H. Snyder
Senior Vice President,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.

Exhibit

25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of U.S. Bank National Association.

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY UNDER
THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

Check if an Application to Determine Eligibility of
a Trustee Pursuant to Section 305(b)(2)

U.S. BANK NATIONAL ASSOCIATION
(Exact name of Trustee as specified in its charter)

31-0841368
I.R.S. Employer Identification No.

| | |
|---|------------|
| 800 Nicollet Mall Minneapolis, Minnesota | 55402 |
| (Address of principal executive offices) | (Zip Code) |

Ralph E. Jones
U.S. Bank National Association
Two Liberty Place, 50 S. 16th Street
Philadelphia, PA 19102
(215) 761-9314
(Name, address and telephone number of agent for service)

The Hershey Company
(Issuer with respect to the Securities)

| | |
|--|--------------------------------------|
| Delaware | 23-0691590 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 100 Crystal A Drive Hershey, PA | 17033 |
| (Address of Principal Executive Offices) | (Zip Code) |

Debt Securities
(Title of the Indenture Securities)

FORM T-1

Item 1. GENERAL INFORMATION. Furnish the following information as to the Trustee.

- a) *Name and address of each examining or supervising authority to which it is subject.*
Comptroller of the Currency
Washington, D.C.

- b) *Whether it is authorized to exercise corporate trust powers.*
Yes

Item 2. AFFILIATIONS WITH OBLIGOR. *If the obligor is an affiliate of the Trustee, describe each such affiliation.*
None

Items 3-15 *Items 3-15 are not applicable because to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

Item 16. LIST OF EXHIBITS: *List below all exhibits filed as a part of this statement of eligibility and qualification.*

- 1. A copy of the Articles of Association of the Trustee.*
- 2. A copy of the certificate of authority of the Trustee to commence business.*
- 3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers.*
- 4. A copy of the existing bylaws of the Trustee.**
- 5. A copy of each Indenture referred to in Item 4. Not applicable.
- 6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.
- 7. Report of Condition of the Trustee as of December 31, 2007 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

* Incorporated by reference to Exhibit 25.1 to Amendment No. 2 to registration statement on S-4, Registration Number 333-128217 filed on November 15, 2005.

** Incorporated by reference to Exhibit 25.1 to registration statement on S-4, Registration Number 333-145601 filed on August 21, 2007.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Philadelphia, State of Pennsylvania on the 24th day of March, 2008

By: /s/ Ralph E. Jones

Ralph E. Jones
Vice President

By: /s/ Constantine Hromych

Constantine Hromych
Vice President

Exhibit 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: March 24, 2008

By: /s/ Ralph E. Jones

Ralph E. Jones
Vice President

By: /s/ Constantine Hromych
Constantine Hromych
Vice President

Exhibit 7
U.S. Bank National Association
Statement of Financial Condition
As of 12/31/2007
(\$000's)

| | <u>12/31/2007</u> |
|--|-----------------------|
| Assets | |
| Cash and Balances Due From Depository Institutions | \$ 9,024,655 |
| Securities | 39,255,677 |
| Federal Funds | 4,047,600 |
| Loans & Lease Financing Receivables | 152,471,755 |
| Fixed Assets | 2,646,126 |
| Intangible Assets | 11,878,619 |
| Other Assets | 13,435,071 |
| Total Assets | \$ 232,759,503 |
| Liabilities | |
| Deposits | \$ 138,532,653 |
| Fed Funds | 13,357,453 |
| Treasury Demand Notes | 0 |
| Trading Liabilities | 441,993 |
| Other Borrowed Money | 42,507,172 |
| Acceptances | 0 |
| Subordinated Notes and Debentures | 7,697,466 |
| Other Liabilities | 7,475,923 |
| Total Liabilities | \$ 210,012,660 |
| Equity | |
| Minority Interest in Subsidiaries | \$ 1,546,263 |
| Common and Preferred Stock | 18,200 |
| Surplus | 12,057,586 |
| Undivided Profits | 9,124,794 |
| Total Equity Capital | \$ 22,746,843 |
| Total Liabilities and Equity Capital | \$ 232,759,503 |

To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

U.S. Bank National Association

By: /s/ Ralph E. Jones
Vice President

Date: March 24, 2008
