

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TACKA DAVID W</u>  (Last) (First) (Middle) <u>100 CRYSTAL A DRIVE</u>  (Street) <u>HERSHEY PA 17033</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY CO [ HSY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  X VP, CAO
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  X 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	01/20/2006		M		7,060	A	\$0 <sup>(1)</sup>	8,787.7086	D	
Common Stock	01/20/2006		F		1,936	D	\$56.3	6,851.7086 <sup>(2)</sup>	D	
Common Stock								4,898.31	I	401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Performance Share Units	\$0 <sup>(1)</sup>	01/20/2006		M			7,060	(3)	(3)	Common Stock	7,060	(1)	7,326	D	

**Explanation of Responses:**

- Each deferred performance share unit is deemed equivalent in value to one share of Common Stock of The Hershey Company. On January 20, 2006, 7,060 shares of the reporting person's deferred performance share units were settled for an equal number of shares of Common Stock of The Hershey Company.
- The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes the acquisition of the following: 4.2754 shares on March 15, 2005; 4.1366 shares on June 15, 2005; 5.1780 shares on September 15, 2005; and 5.1780 shares on December 15, 2005 pursuant to the Company's Dividend Reinvestment Plan.
- The date of exercise and expiration of these deferred units is January 20, 2006, the date of payment.

**Remarks:**

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 124.0400 shares acquired from February 1, 2005 through December 31, 2005 pursuant to the the Company's Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on December 30, 2005, the last trading day of the fiscal year, was \$55.25. The exact price of each share at the date of acquisition is not readily determinable.

Tacka David W. 01/20/2006  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.