SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

				()		npany / loc of 2010						
1. Name and Address of Reporting Person [*] DUTKOWSKY ROBERT M				suer Name and Tick <u>RSHEY CO</u> [0	Symbol	5. Rela (Check X	lssuer Dwner				
(Last) 19 EAST CHO	(First)	(Middle) VENUE		te of Earliest Transa 1/2021	action (Month/	Day/Year)		Officer (give title below)	Other below	(specify)		
				Amendment, Date of	f Original Filed	(Month/Dav/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)						(Line)		p ·			
HERSHEY	PA	17033					X	Form filed by On	e Reporting Pe	rson		
	PA	1/055						Form filed by Mo Person	re than One Re	porting		
(City)	(State)	(Zip)										
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) 2. Transact				2A. Deemed	3.	4. Securities Acquired (A		5. Amount of	6. Ownership	7. Nature		

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		5)	(D) (Instr	. 3, 4 and	Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	01/01/2021		Α		264.148	Α	\$ <mark>0</mark>	661.012	D ⁽¹⁾	

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. Transa Code (8)		of E		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. The total amount of securities reported as directly owned in Column 5 includes 2.113 shares acquired on December 15, 2020, pursuant to a dividend reinvestment feature of the Company's Directors' Compensation Plan, the provisions of which are substantially similar to the dividend reinvestment features of the broad-based dividend reinvestment plan available generally to Company stockholders.

/s/ Kathleen S. Purcell, Agent for Robert M. Dutkowsky 01/05/2021

** 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.