

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
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1. Name and Address of Reporting Person * <u>WALLING KEVIN R</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Chief HR Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>100 CRYSTAL A DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HERSHEY PA 17033</u>								
(City) (State) (Zip)								

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	02/24/2014		M		7,355	A	\$60.68	32,727	D	
Common Stock	02/24/2014		s ⁽¹⁾		7,355	D	\$108.022 ⁽²⁾	25,372	D	
Common Stock	02/24/2014		M		13,567	A	\$55.12	38,939	D	
Common Stock	02/24/2014		s ⁽¹⁾		13,567	D	\$107.383 ⁽³⁾	25,372	D	

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
Non-qualified Stock Option (Right to Buy)	\$60.68	02/24/2014		M ⁽¹⁾			7,355	(4)	02/20/2022	Common Stock	7,355	\$0	22,065	D	
Non-qualified Stock Option (Right to Buy)	\$55.12	02/24/2014		M ⁽¹⁾			13,567	(5)	06/13/2021	Common Stock	13,567	\$0	13,568	D	

Explanation of Responses:

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 18, 2014, as amended.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$107.58 to \$108.34. 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 \$107.17 to \$107.58. 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.
- The options vest according to the following schedule: 25% vested on February 21, 2013, 25% vested on February 21, 2014, 25% will vest on February 21, 2015 and 25% will vest on February 21, 2016.
- The options vest according to the following schedule: 25% vested on June 14, 2012, 25% vested on June 14, 2013, 25% will vest on June 14, 2014 and 25% will vest on June 14, 2015.

/s/ Kathleen S. Purcell, Agent 02/25/2014
for Kevin R. Walling

** 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.