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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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: | 05 | | | | | | | |

| 1. Name and Address of Reporting Person* <u>Nevels James E</u> | | | 2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owne | | | | |
|---|----------------------|-------------------|---|-----------------------|---|-----------------------|--|--|--|
| (Last) 100 CRYSTA | (First) L A DRIVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013 | | Officer (give title below) | Other (specify below) | | | |
| (Street) HERSHEY (City) | PA (State) | 17033 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) X | vidual or Joint/Group Fil Form filed by One Re Form filed by More th Person | eporting Person | | | |
| | | Table I - Non-Der | ivative Securities Acquired, Disposed of, or Bene | ficially | Owned | | | | |

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) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------|---|---|---------------|-------------------|------------------------------------|-----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (11311.4) |
| Common Stock | 10/01/2013 | | Α | | 323.032 | Α | \$ <mark>0</mark> | 23,030.5342 ⁽¹⁾ | 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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5 | ative rities ired osed | Expiration Date (Month/Day/Year) | | ation Date Amount of | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) | 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 116.9187 shares acquired on September 13, 2013, 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.

| Kathleen S. Purcell, Agent for | 10/02/2013 |
|--------------------------------|------------|
| James E. Nevels | 10/02/2015 |

** 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.