

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL</u>  (Last) (First) (Middle) <u>100 MANSION ROAD EAST</u> <u>P O BOX 445</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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, \$1.00 par value <sup>(1)</sup>	08/01/2006		J <sup>(1)(2)</sup>		11,880	D	\$55.3359 <sup>(2)</sup>	12,513,321	D	
Common Stock, \$1.00 par value								389,000	I	By Hershey Trust Company <sup>(3)</sup>

**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					
Class B Common Stock, \$1.00 par value <sup>(4)</sup>	\$55.01 <sup>(5)</sup>							(4)	(4)	Common Stock, \$1.00 par value	60,612,012	60,612,012	D	

**Explanation of Responses:**

- The repurchase of shares reported on this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted in an agreement between the Issuer and the Reporting Person (the "10b5-1 Plan"). Pursuant to the 10b5-1 Plan, the Issuer has agreed to repurchase from the Reporting Person, on a weekly basis, through July 31, 2006, a number of shares of Common Stock equal to the product of the number of shares of Common Stock repurchased by the Issuer on the open market from shareholders other than the Reporting Person and affiliates of the Company (the "Repurchased Shares") during the preceding calendar week (The "Prior Week Shares") and 0.44.
- Pursuant to the 10b5-1 Plan, the per share price for shares of Common Stock repurchased by the Issuer is equal to the total consideration paid by the Issuer for the Prior Week Shares divided by the number of Repurchased Shares.
- Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- All shares of Class B common stock, \$1.00 par value, are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.
- Conversion price is the current market price (\$55.01 represents the closing price on 08/01/2006).

/s/ Robert Vowler, President,  
Hershey Trust Company,  
Trustee for Milton Hershey  
School Trust  
 08/02/2006

\*\* 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.