

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>O'Day Terence L</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 Officer (give title below) Other (specify below) X <u>SVP, Global Operations</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2011</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	
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>HERSHEY</u>	<u>PA</u>	<u>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	05/10/2011		M		5,000	A	\$35.23	25,996	D	
Common Stock	05/10/2011		S		2,600	D	\$56.661	23,396	D	
Common Stock	05/10/2011		S		2,400	D	\$56.662	20,996	D	
Common Stock	05/10/2011		M		5,000	A	\$34.89	25,996	D	
Common Stock	05/10/2011		S		900	D	\$56.671	25,096	D	
Common Stock	05/10/2011		S		200	D	\$56.6719	24,896	D	
Common Stock	05/10/2011		S		3,020	D	\$56.672	21,876	D	
Common Stock	05/10/2011		S		300	D	\$56.681	21,576	D	
Common Stock	05/10/2011		S		580	D	\$56.691	20,996	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)	\$35.23	05/10/2011		M			5,000	(1)	12/01/2018	Common Stock	5,000	\$0	6,745	D	
Non-qualified Stock Option (Right to Buy)	\$34.89	05/10/2011		M			5,000	(2)	02/16/2019	Common Stock	5,000	\$0	58,560	D	

Explanation of Responses:

- The options vested according to the following schedule: 25% vested on December 2, 2009, 25% vested on December 2, 2010, 25% will vest on December 2, 2011 and 25% will vest on December 2, 2012.
- The options vested according to the following schedule: 25% vested on February 17, 2010, 25% vested on February 17, 2011, 25% will vest on February 17, 2012 and 25% will vest on February 17, 2013.

/s/ Bonnie S. Martin, Attorney-
in-Fact for Terence L. O'Day 05/12/2011

** 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.