UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2007**

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period
from ______to_______

Commission file number 1-183

THE HERSHEY COMPANY

100 Crystal A Drive
Hershey, PA 17033

Registrant's telephone number: **717-534-4200**

State of Incorporation	IRS Employer Identification No.
Delaware	**23-0691590**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.   Yes x   No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer x   Accelerated filer o   Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes o   No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $1 par value – 166,238,647 shares, as of October 19, 2007. Class B Common Stock, $1 par value – 60,811,010 shares, as of October 19, 2007.

THE HERSHEY COMPANY

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PART I - FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (Unaudited)

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF INCOME
(in thousands except per share amounts)

	For the Three Months Ended	
	September 30, 2007	October 1, 2006
Net Sales	$ 1,399,469	$ 1,416,202
Costs and Expenses:		
Cost of sales	928,846	870,733
Selling, marketing and administrative	229,809	221,842
Business realignment charge, net	112,043	1,568
Total costs and expenses	1,270,698	1,094,143
Income before Interest and Income Taxes	128,771	322,059
Interest expense, net	33,055	31,835
Income before Income Taxes	95,716	290,224
Provision for income taxes	32,932	105,103
Net Income	$ 62,784	$ 185,121
Earnings Per Share - Basic - Class B Common Stock	$ .26	$ .73
Earnings Per Share - Diluted - Class B Common Stock	$ .26	$ .72
Earnings Per Share - Basic - Common Stock	$ .28	$ .81
Earnings Per Share - Diluted - Common Stock	$ .27	$ .78
Average Shares Outstanding - Basic - Common Stock	167,165	173,232
Average Shares Outstanding - Basic - Class B Common Stock	60,812	60,816
Average Shares Outstanding - Diluted	230,388	237,681
Cash Dividends Paid per Share:		
Common Stock	$ .2975	$ .2700
Class B Common Stock	$ .2678	$ .2425

The accompanying notes are an integral part of these consolidated financial statements.

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF INCOME
(in thousands except per share amounts)

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Net Sales	$ 3,604,494	$ 3,607,621
Costs and Expenses:		
Cost of sales	2,390,402	2,222,175
Selling, marketing and administrative	663,112	660,114
Business realignment charge, net	219,316	9,139
Total costs and expenses	3,272,830	2,891,428
Income before Interest and Income Taxes	331,664	716,193
Interest expense, net	90,523	84,528
Income before Income Taxes	241,141	631,665
Provision for income taxes	81,330	226,176
Net Income	$ 159,811	$ 405,489
Earnings Per Share - Basic - Class B Common Stock	$ .65	$ 1.58
Earnings Per Share - Diluted - Class B Common Stock	$ .65	$ 1.57
Earnings Per Share - Basic - Common Stock	$ .72	$ 1.76
Earnings Per Share - Diluted - Common Stock	$ .69	$ 1.69
Average Shares Outstanding - Basic - Common Stock	168,444	175,977
Average Shares Outstanding - Basic - Class B Common Stock	60,814	60,817
Average Shares Outstanding - Diluted	232,026	240,326
Cash Dividends Paid per Share:		
Common Stock	$ .8375	$ .7600
Class B Common Stock	$ .7528	$ .6825

The accompanying notes are an integral part of these consolidated financial statements.

THE HERSHEY COMPANY
CONSOLIDATED BALANCE SHEETS
(in thousands of dollars)

ASSETS	September 30, 2007	December 31, 2006
Current Assets:		
Cash and cash equivalents	$ 41,573	$ 97,141
Accounts receivable - trade	638,312	522,673
Inventories	775,380	648,820
Deferred income taxes	58,067	61,360
Prepaid expenses and other	145,433	87,818
Total current assets	1,658,765	1,417,812
Property, Plant and Equipment, at cost	3,698,313	3,597,756
Less-accumulated depreciation and amortization	(2,147,961)	(1,946,456)
Net property, plant and equipment	1,550,352	1,651,300
Goodwill	601,017	501,955
Other Intangibles	150,136	140,314
Other Assets	495,307	446,184
Total assets	$ 4,455,577	$ 4,157,565
LIABILITIES, MINORITY INTEREST AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 252,276	$ 155,517
Accrued liabilities	482,215	454,023
Accrued income taxes	5,041	—
Short-term debt	1,086,098	655,233
Current portion of long-term debt	15,008	188,765
Total current liabilities	1,840,638	1,453,538
Long-term Debt	1,271,658	1,248,128
Other Long-term Liabilities	616,103	486,473
Deferred Income Taxes	171,545	286,003
Total liabilities	3,899,944	3,474,142
Minority Interest	16,284	—
Stockholders' Equity:		
Preferred Stock, shares issued: none in 2007 and 2006	—	—
Common Stock, shares issued: 299,090,734 in 2007 and 299,085,666 in 2006	299,090	299,085
Class B Common Stock, shares issued: 60,811,010 in 2007 and 60,816,078 in 2006	60,811	60,816
Additional paid-in capital	330,887	298,243
Retained earnings	3,938,695	3,965,415
Treasury-Common Stock shares at cost: 132,875,127 in 2007 and 129,638,183 in 2006	(4,000,719)	(3,801,947)
Accumulated other comprehensive loss	(89,415)	(138,189)
Total stockholders' equity	539,349	683,423
Total liabilities, minority interest, and stockholders' equity	$ 4,455,577	$ 4,157,565

The accompanying notes are an integral part of these consolidated balance sheets.

THE HERSHEY COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of dollars)

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Cash Flows Provided from (Used by) Operating Activities		
Net Income	$ 159,811	$ 405,489
Adjustments to Reconcile Net Income to Net Cash		
Provided from Operations:		
Depreciation and amortization	227,776	148,726
Stock-based compensation expense, net of tax of $7,181 and $14,596, respectively	12,822	26,174
Excess tax benefits from exercise of stock options	(9,804)	(5,315)
Deferred income taxes	65,234	19,765
Business realignment initiatives, net of tax of $118,786 and $1,910, respectively	197,876	4,137
Contributions to pension plans	(9,285)	(18,217)
Changes in assets and liabilities, net of effects from business acquisitions:		
Accounts receivable - trade	(110,415)	(173,436)
Inventories	(128,561)	(154,013)
Accounts payable	91,221	(3,853)
Other assets and liabilities	(181,391)	(23,104)
Net Cash Flows Provided from Operating Activities	315,284	226,353
Cash Flows Provided from (Used by) Investing Activities		
Capital additions	(118,204)	(119,357)
Capitalized software additions	(9,526)	(10,580)
Business acquisitions	(97,030)	—
Net Cash Flows (Used by) Investing Activities	(224,760)	(129,937)
Cash Flows Provided from (Used by) Financing Activities		
Net increase in short-term debt	424,067	20,970
Long-term borrowings	—	496,728
Repayment of long-term debt	(188,852)	(176)
Cash dividends paid	(186,531)	(174,446)
Exercise of stock options	43,878	26,123
Excess tax benefits from exercise of stock options	9,804	5,315
Repurchase of Common Stock	(248,458)	(490,478)
Net Cash Flows (Used by) Financing Activities	(146,092)	(115,964)
Decrease in Cash and Cash Equivalents	(55,568)	(19,548)
Cash and Cash Equivalents, beginning of period	97,141	67,183
Cash and Cash Equivalents, end of period	$ 41,573	$ 47,635
Interest Paid	$ 115,974	$ 96,676
Income Taxes Paid	$ 145,230	$ 211,997

The accompanying notes are an integral part of these consolidated financial statements.

THE HERSHEY COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

Our unaudited consolidated financial statements provided in this report include the accounts of the Company and our majority-owned subsidiaries and entities in which we have a controlling financial interest after the elimination of intercompany accounts and transactions. We prepared these statements in accordance with the instructions to Form 10-Q. These statements do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

We included all adjustments (consisting only of normal recurring accruals) which we believe were considered necessary for a fair presentation. We reclassified certain prior year amounts to conform to the 2007 presentation. Operating results for the nine months ended September 30, 2007 may not be indicative of the results that may be expected for the year ending December 31, 2007, because of the seasonal effects of our business.

Items Affecting Comparability

Securities and Exchange Commission Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Misstatements When Quantifying Misstatements in Current Year Financial Statements* ("SAB No. 108"), required companies to change the accounting principle used for evaluating the effect of possible prior year misstatements when quantifying misstatements in current year financial statements. As a result, at December 31, 2006, we changed one of the five criteria of our revenue recognition policy, resulting in a delay in the recognition of revenue on goods in-transit until they are received by our customers. As permitted by SAB No. 108, we adjusted our financial statements for the three-month and nine-month periods ended October 1, 2006 to provide comparability. These adjustments were not material to our results of operations for those periods. For more information, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K.

2. BUSINESS ACQUISITIONS

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd., one of India's largest consumer goods, confectionery and food companies, to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we invested $58.7 million during the second quarter and own a 51% controlling interest. Total liabilities assumed were $60.7 million. Effective in May 2007, this business acquisition was included in our consolidated results, including the related minority interest.

Also in May 2007, our Company and Lotte Confectionery Co., LTD., entered into a manufacturing agreement in China that will produce Hershey products and certain Lotte products for the market in China. We invested $18.3 million in the second quarter and $20.0 million in the third quarter of 2007 and own a 44% interest. We are accounting for this investment using the equity method.

3. STOCK COMPENSATION PLANS

At our annual meeting of stockholders, held April 17, 2007, stockholders approved The Hershey Company Equity and Incentive Compensation Plan ("EICP"). The EICP is an amendment and restatement of our former Key Employee Incentive Plan, a share-based employee incentive compensation plan, and is also a continuation of our Broad Based Stock Option Plan, Broad Based Annual Incentive Plan and Directors' Compensation Plan. Following its adoption on April 17, 2007, the EICP became the single plan under which grants using shares for compensation and incentive purposes will be made. The following table summarizes our stock compensation costs:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in millions of dollars)			
Total compensation amount charged against income for stock compensation plans, including stock options, performance stock units ("PSUs") and restricted stock units	$ 7.6	$12.3	$ 20.0	$ 41.8
Total income tax benefit recognized in Consolidated Statements of Income for share-based compensation	$ 2.8	$ 4.5	$ 7.2	$ 15.0

The decrease in share-based compensation expense from 2006 to 2007 was primarily associated with lower performance expectations for PSUs and the timing of stock option grants in 2007. Our annual grant of stock options to management level employees, which customarily has occurred in February of each year, was delayed in 2007 pending approval by our stockholders of the EICP at the annual meeting in April 2007. In 2008, we intend to resume our customary February grant schedule.

We estimated the fair value of each stock option grant on the date of the grant using a Black-Scholes option-pricing model and the weighted-average assumptions set forth in the following table:

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Dividend yields	2.0%	1.6%
Expected volatility	19.5%	23.7%
Risk-free interest rates	4.6%	4.6%
Expected lives in years	6.6	6.6

Stock Options

A summary of the status of our stock options as of September 30, 2007, and the change during 2007 is presented below:

	For the Nine Months Ended September 30, 2007		
Stock Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding at beginning of the period	13,855,113	$40.29	6.3 years
Granted	2,115,225	$54.27	
Exercised	(1,473,627)	$29.81	
Forfeited	(288,902)	$54.52	
Outstanding as of September 30, 2007	14,207,809	$43.17	6.4 years
Options exercisable as of September 30, 2007	8,487,112	$37.24	5.1 years

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Weighted-average fair value of options granted (per share)	$ 12.94	$ 15.07
Intrinsic value of options exercised (in millions of dollars)	$ 32.2	$ 20.9

- As of September 30, 2007, the aggregate intrinsic value of options outstanding was $99.6 million and the aggregate intrinsic value of options exercisable was $95.5 million.
- As of September 30, 2007, there was $45.0 million of total unrecognized compensation cost related to non-vested stock option compensation arrangements granted under our stock option plans. That cost is expected to be recognized over a weighted-average period of 2.6 years.

Performance Stock Units and Restricted Stock Units

A summary of the status of our performance stock units and restricted stock units as of September 30, 2007, and the change during 2007 is presented below:

Performance Stock Units and Restricted Stock Units	For the Nine Months Ended September 30, 2007	Weighted-average grant date fair value for equity awards or market value for liability awards
Outstanding at beginning of year	1,075,748	$44.89
Granted	315,899	$51.04
Performance assumption change	(235,108)	$51.16
Vested	(432,457)	$47.06
Forfeited	(54,358)	$50.21
Outstanding as of September 30, 2007	669,724	$39.99

As of September 30, 2007, there was $10.5 million of unrecognized compensation cost relating to non-vested performance stock units and restricted stock units. We expect to recognize that cost over a weighted-average period of 2.6 years.

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Intrinsic value of share-based liabilities paid, combined with the fair value of shares vested (in millions of dollars)	$ 21.8	$ 4.2

The lower amount in 2006 was primarily associated with the additional three-year vesting term for performance stock unit grants for the 2003-2005 performance cycle ("2003 grants") which reduced the number of shares that vested in 2006 compared with 2007. An additional three-year vesting term was imposed on the grant date for the 2003 grants with accelerated vesting for retirement, disability or death. The compensation cost based on grant date fair value for the 2003 grants is being recognized over a period from three to six years.

Deferred performance stock units, deferred restricted stock units, and directors' fees and accumulated dividend amounts representing deferred stock units totaled 728,776 units as of September 30, 2007. Each unit is equivalent to one share of the Company's Common Stock.

No stock appreciation rights were outstanding as of September 30, 2007.

For more information on our stock compensation plans, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K and our proxy statement for the 2007 annual meeting of stockholders.

4. INTEREST EXPENSE

Net interest expense consisted of the following:

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
	(in thousands of dollars)	
Interest expense	$92,690	$ 85,800
Interest income	(1,919)	(1,226)
Capitalized interest	(248)	(46)
Interest expense, net	$90,523	$ 84,528

5. BUSINESS REALIGNMENT INITIATIVES

In February 2007, we announced a comprehensive, three-year supply chain transformation program (the “2007 business realignment initiatives”). When completed, this program will greatly enhance our manufacturing, sourcing and customer service capabilities, reduce inventories resulting in improvements in working capital and generate significant resources to invest in our growth initiatives. These initiatives include accelerated marketplace momentum within our core U.S. business, creation of innovative new product platforms to meet customer needs and disciplined global expansion. Under the program, which will be implemented in stages over three years, we will significantly increase manufacturing capacity utilization by reducing the number of production lines by more than one-third, outsource production of low value-added items and construct a flexible, cost-effective production facility in Monterrey, Mexico to meet current and emerging marketplace needs. The program will result in a total net reduction of 1,500 positions across our supply chain over the three–year implementation period.

The estimated pre-tax cost of the program is from $525 million to $575 million over the next three years. The total includes from $475 million to $525 million in business realignment costs and approximately $50 million in project implementation costs. The costs will be incurred primarily in 2007 and 2008, with approximately $380 million to $400 million expected in 2007.

In July 2005, we announced initiatives intended to advance our value-enhancing strategy (the “2005 business realignment initiatives”). Charges for the 2005 business realignment initiatives were recorded during 2005 and 2006 and the 2005 business realignment initiatives were completed by December 31, 2006.

Charges (credits) associated with business realignment initiatives recorded during the three-month and nine-month periods ended September 30, 2007 and October 1, 2006 were as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in thousands of dollars)			
Cost of sales				
2007 business realignment initiatives	$ 37,452	$ –	$ 88,618	$ –
2005 business realignment initiatives	–	–	–	(1,599)
Previous business realignment initiatives	–	–	–	(1,600)
Total cost of sales	37,452	–	88,618	(3,199)
Selling, marketing and administrative				
2007 business realignment initiatives	2,395	–	8,728	–
2005 business realignment initiatives	–	108	–	108
Total selling, marketing and administrative	2,395	108	8,728	108
Business realignment and asset impairments, net				
2007 business realignment initiatives:				
Fixed asset impairments and plant closure expenses	8,284	–	48,382	–
Employee separation costs	103,759	–	156,618	–
Contract termination costs		–	14,316	–
2005 business realignment initiatives	–	1,568	–	8,626
Previous business realignment initiatives	–	–	–	513
Total business realignment and asset impairments, net	112,043	1,568	219,316	9,139
Total net charges associated with business realignment initiatives	$ 151,890	$ 1,676	$ 316,662	$ 6,048

The charge of $37.5 million recorded in cost of sales during the third quarter of 2007 for the 2007 business realignment initiatives related to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and costs related to inventory reductions. The $2.4 million recorded in selling, marketing and administrative expenses related primarily to project administration. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. Certain real estate with a carrying value of $5.1 million was being held for sale as of September 30, 2007. The employee separation costs included $35.7 million for involuntary terminations at six North American manufacturing facilities which are being closed. The facilities are located in Naugatuck, Connecticut; Reading, Pennsylvania; Oakdale, California; Smiths Falls, Ontario; Montreal, Quebec; and Dartmouth, Nova Scotia. The employee separation costs also included $68.0 million for charges relating to pension and other post-retirement benefits curtailments and special termination benefits.

Charges (credits) associated with previous business realignment initiatives which began in 2003 and 2001 resulted from the finalization of the sale of certain properties, adjustments to liabilities which had previously been recorded, and the impact of the settlement as to several of the eight former employees who had filed a complaint alleging that the Company had discriminated against them on the basis of age in connection with the 2003 business realignment initiatives. A settlement was reached with the remaining former employees in September 2007. The $1.6 million charge associated with the 2005 business realignment initiatives was related primarily to the U.S. Voluntary Workforce Reduction Program (“VWRP”), in addition to costs for streamlining the Company’s international operations and facility rationalization relating to the closure of the Las Piedras, Puerto Rico plant. The business realignment charge included $.7 million for involuntary terminations.

The charge of $88.6 million recorded in cost of sales during the first nine months of 2007 for the 2007 business realignment initiatives related to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and costs related to inventory reductions. The $8.7 million recorded in selling, marketing and administrative expenses related primarily to project administration. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. The employee separation costs included $59.3 million for involuntary terminations and $97.2 million for charges relating to pension and other post-retirement benefits curtailments and special termination benefits.

A credit of $1.6 million recorded in cost of sales for the 2005 business realignment initiatives related to higher than expected proceeds from the sale of equipment from the Las Piedras plant. The $8.6 million charge associated with the 2005 business realignment initiatives related primarily to the U.S. VWRP, along with costs for streamlining the Company's international operations and facility rationalization relating to the closure of the Las Piedras plant. The business realignment charge included $3.6 million for involuntary terminations. Charges (credits) associated with previous business realignment initiatives which began in 2003 and 2001 resulted from the finalization of the sale of certain properties, adjustments to liabilities which had previously been recorded, and the impact of the settlement as to several of the eight former employees who had filed a complaint alleging that the Company had discriminated against them on the basis of age in connection with the 2003 business realignment initiatives. A settlement was reached with the remaining former employees in September 2007.

The September 30, 2007 liability balance relating to the 2007 business realignment initiatives was $57.3 million for employee separation costs. The September 30, 2007 liability balance relating to the 2005 business realignment initiatives was $5.5 million. During the first nine months of 2007 we made payments against the liabilities recorded for the 2007 and 2005 business realignment initiatives of $3.6 million and $14.2 million, respectively. During the first nine months of 2006 we made total payments of $24.7 million against the liabilities recorded for the 2005 business realignment initiatives.

6. EARNINGS PER SHARE

In accordance with Statement of Financial Accounting Standards No. 128, *Earnings Per Share*, we compute Basic and Diluted Earnings Per Share based on the weighted-average number of shares of the Common Stock and the Class B Common Stock outstanding as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in thousands except per share amounts)			
Net income	$ 62,784	$ 185,121	$ 159,811	$ 405,489
Weighted-average shares - Basic				
Common Stock	167,165	173,232	168,444	175,977
Class B Common Stock	60,812	60,816	60,814	60,817
Total weighted-average shares - Basic	227,977	234,048	229,258	236,794
Effect of dilutive securities:				
Employee stock options	1,938	2,804	2,224	2,833
Performance and restricted stock units	473	829	544	699
Weighted-average shares - Diluted	230,388	237,681	232,026	240,326
Earnings Per Share - Basic				
Class B Common Stock	$ .26	$ .73	$ .65	$ 1.58
Common Stock	$ .28	$ .81	$ .72	$ 1.76
Earnings Per Share - Diluted				
Class B Common Stock	$ .26	$ .72	$ .65	$ 1.57
Common Stock	$ .27	$ .78	$ .69	$ 1.69

The Class B Common Stock is convertible into Common Stock on a share for share basis at any time. In accordance with proposed Financial Accounting Standards Board ("FASB") Staff Position No. FAS 128-a, *Computational Guidance for Computing Diluted EPS under the Two-Class Method*, the calculation of earnings per share-diluted for the Class B Common Stock was performed using the two-class method and the calculation of earnings per share-diluted for the Common Stock was performed using the if-converted method.

For the three-month and nine-month periods ended September 30, 2007, 6.8 million stock options were not included in the diluted earnings per share calculation because the effect would have been antidilutive. In the third quarter and first nine months of 2006, 3.7 million stock options were not included in the diluted earnings per share calculation because the effect would have been antidilutive.

7. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We account for derivative instruments in accordance with Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended ("SFAS No. 133"). SFAS No. 133 requires us to recognize all derivative instruments at fair value. We classify the derivatives as assets or liabilities on the balance sheet. As of September 30, 2007 and October 1, 2006, all of our derivative instruments were classified as cash flow hedges.

Summary of Activity

Our cash flow hedging derivative activity during the three months and nine months ended September 30, 2007 and October 1, 2006 was as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in millions of dollars)			
Net after-tax gains (losses) on cash flow hedging derivatives	$(2.5)	$(25.3)	$2.3	$(11.0)
Reclassification adjustment of gains (losses) from accumulated other comprehensive income to income, net of tax	0.6	(2.7)	(.4)	(4.0)
Hedge ineffectiveness gains (losses) recognized in cost of sales, before tax	(.7)	.1	(.7)	2.0

- Net gains and losses on cash flow hedging derivatives were primarily associated with commodities futures contracts in 2007 and with commodities futures contracts and interest rate swap agreements in 2006.
- Reclassification adjustments from accumulated other comprehensive income (loss) to income related to gains or losses on commodities futures contracts and were reflected in cost of sales. Reclassification adjustments for gains on interest rate swaps were reflected as an adjustment to interest expense.
- We recognized no components of gains or losses on cash flow hedging derivatives in income due to excluding such components from the hedge effectiveness assessment.

The amount of net losses on cash flow hedging derivatives, including foreign exchange forward contracts, interest rate swap agreements and commodities futures contracts, expected to be reclassified into earnings in the next twelve months was approximately $.5 million after tax as of September 30, 2007. This amount was primarily associated with foreign exchange forward contracts.

In February 2006, we terminated a forward swap agreement hedging the anticipated execution of $250 million of term financing because the transaction was no longer expected to occur by the originally specified time period or within an additional two-month period of time thereafter. A gain of $1.0 million was recorded in the first quarter of 2006 as a result of the discontinuance of this cash flow hedge. No other gains or losses on cash flow hedging derivatives were reclassified from accumulated other comprehensive income (loss) into income as a result of the discontinuance of a hedge because it became probable that a hedged forecasted transaction would not occur.

For more information, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K.

8. COMPREHENSIVE INCOME

A summary of the components of comprehensive income (loss) is as follows:

	For the Three Months Ended September 30, 2007		
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
	(in thousands of dollars)		
Net income			$ 62,784
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 16,738	$ —	16,738
Pension and post-retirement benefit plans	(282)	111	(171)
Cash flow hedges:			
Losses on cash flow hedging derivatives	(3,970)	1,430	(2,540)
Reclassification adjustments	(987)	353	(634)
Total other comprehensive income	$ 11,499	$ 1,894	13,393
Comprehensive income			$ 76,177

	For the Three Months Ended October 1, 2006		
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
	(in thousands of dollars)		
Net income			$ 185,121
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 2,295	$ —	2,295
Cash flow hedges:			
Losses on cash flow hedging derivatives	(39,603)	14,337	(25,266)
Reclassification adjustments	4,293	(1,554)	2,739
Total other comprehensive loss	$ (33,015)	$ 12,783	(20,232)
Comprehensive income			$ 164,889

	For the Nine Months Ended September 30, 2007		
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
	(in thousands of dollars)		
Net income			$ 159,811
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 44,056	$ —	44,056
Pension and post-retirement benefit plans	3,438	(1,481)	1,957
Cash flow hedges:			
Gains on cash flow hedging derivatives	3,677	(1,338)	2,339
Reclassification adjustments	639	(217)	422
Total other comprehensive income	$ 51,810	$ (3,036)	48,774
Comprehensive income			$ 208,585

	For the Nine Months Ended October 1, 2006		
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
	(in thousands of dollars)		
Net income			$ 405,489
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 10,497	$ —	10,497
Minimum pension liability adjustments	118	(42)	76
Cash flow hedges:			
Losses on cash flow hedging derivatives	(17,201)	6,202	(10,999)
Reclassification adjustments	6,330	(2,285)	4,045
Total other comprehensive income	$ (256)	$ 3,875	3,619
Comprehensive income			$ 409,108

The components of accumulated other comprehensive income (loss) as shown on the Consolidated Balance Sheets are as follows:

	September 30, 2007	December 31, 2006
	(in thousands of dollars)	
Foreign currency translation adjustments	$ 44,021	$ (35)
Pension and post-retirement benefit plans, net of tax	(136,015)	(137,972)
Cash flow hedges, net of tax	2,579	(182)
Total accumulated other comprehensive loss	$ (89,415)	$ (138,189)

Effective December 31, 2006, we adopted Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements No. 87, 88, 106, and 132 (R) ("SFAS No. 158"). The provisions of SFAS No. 158 require that the funded status of our pension plans and the benefit obligations of our post-retirement benefit plans be recognized in our balance sheet. Appropriate adjustments were made to various assets and liabilities as of December 31, 2006, with an offsetting after-tax effect of $138.0 million recorded as a component of other comprehensive income rather than as an adjustment to the ending balance of accumulated other comprehensive loss.

Excluding the impact of the adoption of SFAS No. 158, total other comprehensive income for the year ended December 31, 2006 was $9.1 million after-tax, compared with the reported other comprehensive loss of $128.9 million after-tax. The presentation of other comprehensive income for the year ended December 31, 2006 will be adjusted to exclude the impact of the adoption of SFAS No. 158 in our Annual Report on Form 10-K for the year ending December 31, 2007.

9. INVENTORIES

We value the majority of our inventories under the last-in, first-out ("LIFO") method and the remaining inventories at the lower of first-in, first-out ("FIFO") cost or market. Inventories were as follows:

	September 30, 2007	December 31, 2006
	(in thousands of dollars)	
Raw materials	$ 240,607	$ 214,335
Goods in process	111,011	94,740
Finished goods	503,909	418,250
Inventories at FIFO	855,527	727,325
Adjustment to LIFO	(80,147)	(78,505)
Total inventories	$ 775,380	$ 648,820

The increase in raw material inventories as of September 30, 2007 resulted from the timing of deliveries to support manufacturing requirements, reflecting the seasonality of our business, and higher costs in 2007. The increase in finished goods inventories was primarily associated with seasonal sales patterns, preparation for production line transfers related to the 2007 business realignment initiatives and the introduction of new products.

10. SHORT-TERM DEBT

As a source of short-term financing, we utilize commercial paper or bank loans with an original maturity of three months or less. In December 2006, we entered into a five-year unsecured revolving credit agreement. The credit limit is $1.1 billion with an option to borrow an additional $400 million with the concurrence of the lenders. These funds may be used for general corporate purposes. Due to seasonal working capital needs, share repurchases and other business activities, we currently expect borrowings to exceed $1.1 billion from time to time during the next twelve months. In lieu of increasing the borrowing limit under the five-year credit agreement, in August 2007, we entered into a new unsecured revolving short-term credit agreement to borrow up to $300 million. Funds borrowed under the new short-term credit agreement may be used for general corporate purposes, including commercial paper backstop. The agreement will expire in August 2008. These unsecured revolving credit agreements contain certain financial and other covenants, customary representations, warranties, and events of default. As of September 30, 2007, we complied with all covenants pertaining to our credit agreements. There were no significant compensating balance agreements that legally restricted these funds. For more information, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K.

11. LONG-TERM DEBT

In May 2006, we filed a shelf registration statement on Form S-3 that registered an indeterminate amount of debt securities. This registration statement was effective immediately upon filing under Securities and Exchange Commission regulations governing “well-known seasoned issuers” (the "WKSI Registration Statement"). In August 2006, we issued $500 million of Notes under the WKSI Registration Statement. Proceeds from the debt issuances and any other offerings under the WKSI Registration Statement may be used for general corporate requirements. These may include reducing existing borrowings, financing capital additions, funding contributions to our pension plans, future business acquisitions and working capital requirements.

12. FINANCIAL INSTRUMENTS

The carrying amounts of financial instruments including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximated fair value as of September 30, 2007 and December 31, 2006, because of the relatively short maturity of these instruments.

The carrying value of long-term debt, including the current portion, was $1,286.7 million as of September 30, 2007, compared with a fair value of $1,319.6 million, an increase of $32.9 million over the carrying value, based on quoted market prices for the same or similar debt issues.

Foreign Exchange Forward Contracts

The following table summarizes our foreign exchange activity:

	September 30, 2007	
	Contract Amount	Primary Currencies
	(in millions of dollars)	
Foreign exchange forward contracts to purchase foreign currencies	$ 24.2	British pounds Australian dollars Mexican pesos Euros
Foreign exchange forward contracts to sell foreign currencies	$ 85.7	Canadian dollars Brazilian reais Mexican pesos

Our foreign exchange forward contracts mature in 2007 and 2008.

We define the fair value of foreign exchange forward contracts as the amount of the difference between contracted and current market foreign currency exchange rates at the end of the period. On a quarterly basis, we estimate the fair value of foreign exchange forward contracts by obtaining market quotes for future contracts with similar terms, adjusted where necessary for maturity differences. We do not hold or issue financial instruments for trading purposes.

The total fair value of our foreign exchange forward contracts included in prepaid expenses and other current assets, accrued liabilities and non-current assets (liabilities), as appropriate, on the Consolidated Balance Sheets were as follows:

	September 30, 2007	December 31, 2006
	(in millions of dollars)	
Fair value of foreign exchange forward contracts – (liability) asset	$ (2.3)	$ 1.5

13. INCOME TAXES

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109* (“FIN No. 48”). FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes.* FIN No. 48 describes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

We adopted the provisions of FIN No. 48 as of January 1, 2007. The adoption of FIN No. 48 did not result in a significant change to the liability for unrecognized tax benefits. Upon adoption, we had unrecognized tax benefits of $79.0 million of which $45.5 million would impact the effective income tax rate if recognized. The entire amount of unrecognized tax benefits was classified as other long-term liabilities on the balance sheet since we do not expect to make any significant payments to taxing authorities related to such tax positions in the next twelve months. We report accrued interest and penalties related to unrecognized tax benefits in income tax expense. Upon adoption, we had accruals of approximately $17.4 million for the payment of interest and penalties.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. A number of years may elapse before an uncertain tax position, for which we have unrecognized tax benefits, is audited and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our unrecognized tax benefits reflect the most likely outcome. We adjust these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances. Settlement of any particular position could require the use of cash. Favorable resolution would be recognized as a reduction to our effective income tax rate in the period of resolution.

The number of years with open tax audits varies depending on the tax jurisdiction. Our major taxing jurisdictions include the United States (federal and state) and Canada. We are no longer subject to U.S. federal examinations by the Internal Revenue Service (“IRS”) for years before 2004 and various tax examinations by state taxing authorities could be conducted for years beginning in 2000. We are no longer subject to Canadian federal income tax examinations by the Canada Revenue Agency (“CRA”) for years before 1999. U.S. and Canadian federal audit issues typically involve the timing of deductions and transfer pricing adjustments. We work with the IRS and the CRA to resolve proposed audit adjustments and to minimize the amount of adjustments. We do not anticipate that any potential tax adjustments will have a significant impact on our financial position or results of operations.

14. PENSION AND OTHER POST-RETIREMENT BENEFIT PLANS

Components of net periodic benefits (income) cost consisted of the following:

	Pension Benefits		Other Benefits	
	For the Three Months Ended			
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in thousands of dollars)			
Service cost	$ 10,384	$ 14,168	$ 816	$1,434
Interest cost	15,618	14,710	5,482	4,774
Expected return on plan assets	(29,659)	(26,212)	—	—
Amortization of prior service cost	262	1,145	(42)	49
Amortization of unrecognized transition balance	—	4	—	—
Recognized net actuarial gain/loss	(104)	3,435	33	928
Administrative expenses	74	176	—	—
Net periodic benefits (income) cost	(3,425)	7,426	6,289	7,185
Special termination benefits	40,690	—	652	—
Settlement	—	—	—	—
Curtailment	4,106	—	22,733	—
Total amount reflected in earnings	$ 41,371	$ 7,426	$ 29,674	$7,185

We made contributions of $1.4 million and $5.3 million to the pension plans and other benefits plans, respectively, during the third quarter of 2007. The Special termination benefits and Curtailment losses recorded in the third quarter of 2007 related to the 2007 business realignment initiatives. The Settlement and Curtailment losses recorded during the third quarter of 2006 related to the termination of a small non-qualified plan. In the third quarter of 2006, we made contributions of $9.6 million and $5.0 million to our pension and other benefits plans, respectively. The contributions in 2007 and 2006 also included benefit payments from our non-qualified pension plans and post-retirement benefit plans.

In the third quarter of 2007, there was net periodic pension benefits income of $3.4 million, compared with net periodic benefits cost of $7.4 million in the third quarter of 2006. The net periodic pension benefits income resulted from the changes to the U.S. pension plans announced in October 2006, the higher actual return on pension assets during 2006 and a higher discount rate.

	Pension Benefits		Other Benefits	
	For the Nine Months Ended			
	September 30, 2007	October 1, 2006	September 30, 2007	October 1, 2006
	(in thousands of dollars)			
Service cost	$ 32,350	$ 42,532	$ 3,165	$ 4,290
Interest cost	44,837	43,964	14,943	14,313
Expected return on plan assets	(86,801)	(78,847)	—	—
Amortization of prior service cost	1,389	3,432	(116)	144
Amortization of unrecognized transition balance	—	13	—	—
Recognized net actuarial loss	806	10,193	1,008	2,780
Administrative expenses	375	579	—	—
Net periodic benefits (income) cost	(7,044)	21,866	19,000	21,527
Special termination benefits	46,856	—	652	—
Settlement	—	28	—	—
Curtailment	8,321	31	41,595	—
Total amount reflected in earnings	$ 48,133	$ 21,925	$ 61,247	$ 21,527

We made contributions of $9.3 million and $15.7 million to the pension plans and other benefits plans, respectively, during the first nine months of 2007. In the first nine months of 2006, we made contributions of $18.2 million and $18.2 million to our pension and other benefits plans, respectively. The contributions in 2007 and 2006 also included benefit payments from our non-qualified pension plans and post-retirement benefit plans.

In the first nine months of 2007, there was net periodic pension benefits income of $7.0 million, compared with net periodic benefits cost of $21.9 million in the first nine months of 2006. The net periodic pension benefits income resulted from the changes to the U.S. pension plans announced in October 2006, the higher actual return on pension assets during 2006 and a higher discount rate.

For 2007, there are no minimum funding requirements for the domestic plans and minimum funding requirements for the non-domestic plans are not material. We do not anticipate any significant contributions during the remainder of 2007.

For more information, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K.

15. SHARE REPURCHASES

Repurchases and Issuances of Common Stock

A summary of cumulative share repurchases and issuances is as follows:

	For the nine months ended September 30, 2007	
	Shares	**Dollars**
	(in thousands)	
Shares repurchased in the open market under pre-approved share repurchase programs	2,916	$ 149,983
Shares repurchased to replace Treasury Stock issued for stock options and incentive compensation	1,855	98,475
Total share repurchases	4,771	248,458
Shares issued for stock options and incentive compensation	(1,534)	(49,686)
Net change	3,237	$ 198,772

- We intend to continue to repurchase shares of Common Stock in order to replace Treasury Stock shares issued for exercised stock options. The value of shares purchased in a given period will vary based on stock options exercised over time and market conditions.
- In December 2006, our Board of Directors approved an additional $250 million share repurchase program. As of September 30, 2007, $100.0 million remained available for repurchases of Common Stock under this program.

16. PENDING ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“SFAS No. 157”). SFAS No. 157 establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 is effective for our Company beginning January 1, 2008. Pending additional guidance from the FASB, we have not yet determined the impact of the adoption of the new accounting standard.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (“SFAS No. 159”). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for our Company beginning January 1, 2008. We do not expect any significant changes to our financial accounting and reporting as a result of this new accounting standard.

17. SUBSEQUENT EVENTS

In October 2007, Richard H. Lenny, Chairman, President and Chief Executive Officer informed our Board of Directors of his intention to retire at the end of 2007. Mr. Lenny will continue as Chairman of the Board and as a Director of the Company until December 31, 2007, and as Chief Executive Officer until December 1, 2007.

Also in October 2007, David J. West was named President and a Director of the Company. Mr. West will assume the role of Chief Executive Officer on December 1, 2007. Prior to his appointment, Mr. West was Executive Vice President, Chief Operating Officer.

Our Board of Directors also appointed Robert H. Campbell non-executive Chairman of the Board, effective January 1, 2008. Mr. Campbell is currently a member of The Hershey Company's Board of Directors, Chairman of the Compensation and Executive Organization Committee, and a member of the Audit Committee and Executive Committee.

Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition

SUMMARY OF OPERATING RESULTS

Analysis of Selected Items from Our Income Statement

	For the Three Months Ended			For the Nine Months Ended		
	September 30, 2007	October 1, 2006	Percent Change Increase (Decrease)	September 30, 2007	October 1, 2006	Percent Change Increase (Decrease)
	(in thousands except per share amounts)					
Net Sales	$ 1,399.5	$1,416.2	(1.2)%	$ 3,604.5	$ 3,607.6	(0.1)%
Cost of Sales	928.9	870.7	6.7%	2,390.4	2,222.2	7.6%
Gross Profit	470.6	545.5	(13.7)%	1,214.1	1,385.4	(12.4)%
Gross Margin	*33.6%*	*38.5%*		*33.7%*	*38.4%*	
SM&A Expense	229.8	221.8	3.6%	663.1	660.1	0.5%
SM&A Expense as a percent of sales	*16.4%*	*15.7%*		*18.4%*	*18.3%*	
Business Realignment Charge, net	112.0	1.6	N/A	219.3	9.1	N/A
EBIT	128.8	322.1	(60.0)%	331.7	716.2	(53.7)%
EBIT Margin	*9.2%*	*22.7%*		*9.2%*	*19.9%*	
Interest Expense, net	33.1	31.9	3.8%	90.5	84.5	7.1%
Provision for Income Taxes	32.9	105.1	(68.7)%	81.4	226.2	(64.0)%
Effective Income Tax Rate	*34.4%*	*36.2%*		*33.7%*	*35.8%*	
Net Income	$ 62.8	$ 185.1	(66.1)%	$ 159.8	$ 405.5	(60.6)%
Net Income Per Share-Diluted	$ .27	$ .78	(65.4)%	$ .69	$ 1.69	(59.2)%

Results of Operations - Third Quarter 2007 vs. Third Quarter 2006

U.S. Price Increases

In April 2007, we announced an increase of approximately 4% to 5% in the wholesale prices of our domestic confectionery line, effective immediately. The increase applies to our standard bar, king-size bar, 6-pack and vending lines. These products represent approximately one-third of our portfolio. This action was implemented to help offset increases in input costs, including raw and packaging materials, fuel, utilities and transportation. We expect minimal financial impact from the pricing changes for the full year 2007.

Net Sales

Net sales for the third quarter of 2007 were slightly lower compared with the third quarter of 2006 as a sales volume decline in the U.S. was only partially offset by sales volume increases for our international businesses, primarily exports to Asia and Latin America and higher sales for our business in Mexico. The sales decrease in the U.S. reflected sluggish retail sales particularly in the convenience store and vending classes of trade which led to reduced inventory levels at select distributors. Lower levels of new product introductions and the timing of seasonal sales also contributed to lower sales in the U.S. Reduced price realization from higher rates of promotional spending, including increases from trial-driving consumer coupons, and higher returns, discounts and allowances were only partially offset by higher list prices. Favorable foreign currency exchange rates also contributed modestly to net sales. The acquisition of the Godrej Hershey Foods and Beverages Company increased net sales by $19.0 million, or 1.3%.

Key Marketplace Metrics

Consumer takeaway increased 3.5% during the third quarter of 2007 compared with the same period of 2006. Consumer takeaway is provided for channels of distribution accounting for approximately 80% of our U.S.

confectionery retail business. These channels of distribution include food, drug, mass merchandisers, including Wal-Mart Stores, Inc., and convenience stores.

Market share in measured channels declined by 1.1 share points during the third quarter of 2007. The change in market share is provided for measured channels which include sales in the food, drug, convenience store and mass merchandiser classes of trade, excluding sales of Wal-Mart Stores, Inc.

Cost of Sales and Gross Margin

Business realignment charges of $37.5 million were included in cost of sales in the third quarter of 2007. The remainder of the cost of sales increase was primarily associated with higher input costs, particularly for dairy products, and business acquisitions, offset partially by reduced product obsolescence costs, the sales volume decrease in the U.S. and improved supply chain productivity.

Over half of the gross margin decline was attributable to the impact of business realignment initiatives recorded in 2007. The rest of the decline resulted from higher input costs and reduced price realization which were only partially offset by favorable supply chain productivity and reduced product obsolescence costs.

Selling, Marketing and Administrative

Selling, marketing and administrative expenses increased primarily as a result of higher selling and advertising expenses which were only partially offset by reduced incentive compensation and consumer promotion expenses. Expenses of $2.4 million for project implementation related to our 2007 business realignment initiatives were included in selling, marketing and administrative expense for the third quarter of 2007.

Business Realignment Initiatives

Business realignment charges of $112.0 million were recorded in the third quarter of 2007 associated with the 2007 business realignment initiatives. The charges were primarily associated with employee separation costs.

During the third quarter of 2006, we recorded charges related to previous business realignment initiatives. The $1.6 million business realignment charge was related primarily to a U.S. VWRP, in addition to costs for streamlining our international operations and facility rationalization related to the closure of the Las Piedras plant.

Income Before Interest and Income Taxes and EBIT Margin

EBIT decreased in the third quarter of 2007 compared with the third quarter of 2006 principally as a result of higher net business realignment charges associated with our business realignment initiatives. Net pre-tax business realignment charges of $151.9 million were recorded in the third quarter of 2007 compared with $1.7 million recorded in the third quarter of 2006, an increase of $150.2 million. The remainder of the decrease in EBIT was attributable to lower gross profit resulting primarily from higher input costs, and higher selling, marketing and administrative expenses.

EBIT margin decreased from 22.7% for the third quarter of 2006 to 9.2% for the third quarter of 2007. The impact of net business realignment charges reduced EBIT margin by 10.7 percentage points. The remainder of the decrease resulted from the lower gross margin and higher selling, marketing and administrative expense as a percentage of sales.

Interest Expense, Net

Net interest expense was higher in the third quarter of 2007 than the comparable period of 2006 primarily reflecting increased short-term borrowings.

Income Taxes and Effective Tax Rate

Our effective income tax rate was 34.4% for the third quarter of 2007 and benefited by 2.1 percentage points as a result of the higher effective tax rate associated with business realignment charges recorded during the quarter.

Net Income and Net Income Per Share

Net Income in the third quarter of 2007 was reduced by $94.4 million, or $0.41 per share-diluted, and was reduced by $1.1 million, in the third quarter of 2006 as a result of net charges associated with our business realignment initiatives. After considering the impact of business realignment charges in each period, earnings per share-diluted in the third quarter of 2007 decreased $0.10 as compared to the third quarter of 2006.

Results of Operations – First Nine Months 2007 vs. First Nine Months 2006

Net Sales

Net sales for the first nine months of 2007 were slightly lower than the comparable period of 2006 as lower sales volume for existing products in the U.S. was substantially offset by volume increases from the introduction of new products, primarily in the U.S., and higher sales for our international businesses, primarily Canada, Mexico and exports to Asia. The acquisition of the Godrej Hershey Foods and Beverages Company increased net sales by $26.4 million, or 0.7%, in the first nine months of 2007. These increases were substantially offset by decreased price realization from higher rates of promotional spending and higher returns, discounts and allowances for products at retail which more than offset increases in list prices.

Key Marketplace Metrics

Consumer takeaway increased 1.3% during the first nine months of 2007. Consumer takeaway is provided for channels of distribution accounting for approximately 80% of our U.S. confectionery retail business. These channels of distribution include food, drug, mass merchandisers, including Wal-Mart Stores, Inc., and convenience stores.

Market Share in measured channels declined by 1.3 share points during the first nine months of 2007. The change in market share is provided for measured channels which include sales in the food, drug, convenience store and mass merchandiser classes of trade, excluding sales of Wal-Mart Stores, Inc.

Cost of Sales and Gross Margin

Business realignment charges of $88.6 million were included in cost of sales in the first nine months of 2007, compared with a credit of $3.2 million in the prior year. The remainder of the cost of sales increase was primarily associated with significantly higher input costs, particularly for dairy products, and the Godrej Hershey Foods and Beverages acquisition, offset somewhat by favorable supply chain productivity.

Over half of the gross margin decline was attributable to the impact of business realignment initiatives recorded in 2007 compared with 2006. The rest of the decline reflected substantially higher costs for raw materials somewhat offset by improved supply chain productivity. Also contributing to the decrease was lower net price realization due to higher promotional costs.

Selling, Marketing and Administrative

Selling, marketing and administrative expenses increased as a result of project implementation costs related to our 2007 business realignment initiatives of $8.7 million. These costs and increased selling expenses were mostly offset by lower administrative costs associated with incentive compensation. Higher advertising expense was substantially offset by lower consumer promotional expenses.

Business Realignment Initiatives

Business realignment charges of $219.3 million were recorded in the first nine months of 2007 associated with our 2007 business realignment initiatives. The charges were primarily related to employee separation costs, fixed asset impairments and the closure of certain manufacturing facilities, along with the termination of certain contracts.

During the first nine months of 2006, we recorded charges related to previous business realignment initiatives. The $9.1 million charge for these business realignment initiatives related primarily to a U.S. VWRP, along with facility rationalization relating to the closure of the Las Piedras plant and streamlining our international operations.

Income Before Interest and Income Taxes and EBIT Margin

EBIT decreased in the first nine months of 2007 compared with the first nine months of 2006 principally as a result of higher net business realignment charges associated with our 2007 business realignment initiatives. Net pre-tax business realignment charges of $316.7 million were recorded in the first nine months of 2007 compared with $6.0 million recorded in the first nine months of 2006, an increase of $310.7 million. The remainder of the decrease in EBIT was due to lower gross profit, resulting primarily from higher input costs, slightly offset by lower selling, marketing and administrative expenses.

EBIT margin decreased from 19.9% for the first nine months of 2006 to 9.2% for the first nine months of 2007. The impact of net business realignment charges reduced EBIT margin by 8.7 percentage points. The remainder of the decrease primarily resulted from the lower gross margin.

Interest Expense, Net

Net interest expense was higher in the first nine months of 2007 than the comparable period of 2006 primarily reflecting increased borrowings in addition to higher average interest rates in 2007.

Income Taxes and Effective Tax Rate

Our effective income tax rate was 33.7% for the first nine months of 2007 and benefited by 2.2 percentage points as a result of the higher effective tax rate associated with business realignment charges recorded during the first nine months. We expect our effective income tax rate for the full year 2007 to be 36.0%, excluding the impact of tax benefits associated with business realignment charges during the year.

Net Income and Net Income Per Share

Net Income in the first nine months 2007 was reduced by $197.9 million, or $0.85 per share-diluted, and was reduced by $4.1 million, or $0.01 per share-diluted, in the first nine months of 2006 as a result of net charges associated with our business realignment initiatives. After considering the impact of business realignment charges in each period, earnings per share-diluted for the first nine months of 2007 was lower by $.16 per share-diluted as compared with the first nine months of 2006.

Liquidity and Capital Resources

Historically, our major source of financing has been cash generated from operations. Domestic seasonal working capital needs, which typically peak during the summer months, generally have been met by issuing commercial paper. Commercial paper may also be issued from time to time to finance ongoing business transactions such as the refinancing of obligations associated with certain lease arrangements, the repayment of long-term debt and for other general corporate purposes. During the first nine months of 2007, cash and cash equivalents decreased by $55.6 million. Cash provided from operations for the first nine months of 2007 increased from the comparable period of 2006 primarily as a result of improved cash flows related to working capital.

Cash provided from operations, short-term borrowings, cash provided from stock options exercises and cash on hand at the beginning of the period was sufficient to fund the repayment of long-term debt of $188.9 million, the repurchase of Common Stock for $248.5 million, business acquisitions of $97.0 million, dividend payments of $186.5 million and capital additions and capitalized software expenditures of $127.7 million.

Cash used by changes in other assets and liabilities was $181.4 million for the first nine months of 2007 compared with cash used of $23.1 million for the same period of 2006. The increase in the amount of cash used by

other assets and liabilities from 2006 to 2007 primarily reflected the impact of business realignment initiatives, incentive compensation and interest payments.

During the second quarter of 2007, we acquired a 51% controlling interest in Godrej Hershey Foods and Beverages Company in India for $58.7 million. During the second and third quarters of 2007, we invested a total of $38.3 million to acquire a 44% equity interest under an agreement with Lotte Confectionery Co., LTD in China.

A receivable of approximately $17.9 million was included in prepaid expenses and other current assets as of September 30, 2007 and $14.0 million as of December 31, 2006 related to the recovery of damages from a product recall and temporary plant closure in Canada. The increase resulted from currency exchange rate fluctuations and additional costs. The product recall during the fourth quarter of 2006 was caused by a contaminated ingredient purchased from an outside supplier with whom we have filed a claim for damages and are currently in litigation.

Interest paid was $116.0 million during the first nine months of 2007 versus $96.7 million for the comparable period of 2006. The increase in interest paid reflects additional borrowings and the higher interest rate environment. Income taxes paid were $145.2 million during the first nine months of 2007 versus $212.0 million for the comparable period of 2006. The decrease in taxes paid in 2007 was primarily related to a lower federal extension payment for 2006 income taxes and the impact of lower annualized taxable income in 2007.

The ratio of current assets to current liabilities decreased slightly to 0.9:1.0 as of September 30, 2007 from 1.0:1.0 as of December 31, 2006. The capitalization ratio (total short-term and long-term debt as a percent of stockholders' equity, short-term and long-term debt) increased to 81% as of September 30, 2007 from 75% as of December 31, 2006.

Generally, our short-term borrowings are in the form of commercial paper or bank loans with an original maturity of three months or less. In December 2006, we entered into a five-year credit agreement establishing an unsecured revolving credit facility to borrow up to $1.1 billion with the option to increase borrowings by an additional $400 million with the concurrence of the lenders. In October 2007, we exercised our option under the agreement to extend the term by one year. The extension is expected to become effective in the fourth quarter of 2007. We may use these funds for general corporate purposes. Due to seasonal working capital needs, share repurchases and other business activities, we currently expect borrowings to exceed $1.1 billion from time to time during the next twelve months. In lieu of increasing the borrowing limit under the five-year credit agreement, in August 2007, we entered into a new unsecured revolving short-term credit agreement to borrow up to $300 million. Funds borrowed under the new short-term credit agreement may be used for general corporate purposes, including commercial paper backstop. The agreement will expire in August 2008.

Capital Structure

Hershey Trust Company, as trustee for the benefit of Milton Hershey School (the “Milton Hershey School Trust”) maintains voting control over The Hershey Company. Historically, the Milton Hershey School Trust has not taken an active role in setting our policy, nor has it exercised influence with regard to the ongoing business decisions of our Board of Directors or management. However, in October 2007, the Milton Hershey School Trust issued a statement that, in its role as controlling stockholder of the Company, it intends to retain its controlling interest in The Hershey Company and that the long-term prosperity of the Company requires the Board of Directors of the Company and its management to build on its strong U.S position by aggressively pursuing strategies for domestic and international growth. The Milton Hershey School Trust also stated that it has communicated to the Company’s Board of Directors that it is not satisfied with the Company’s results which have been underperforming both the market and its own stated expectations. As a result, the Milton Hershey School Trust has stated that, as controlling stockholder, it is actively engaged in an ongoing process, the goal of which has been to ensure vigorous focus by the Company’s Board of Directors on resolving the Company’s current business challenges and on implementing new growth strategies.

For more information on the Company’s capital structure, refer to the consolidated financial statements and notes included in our 2006 Annual Report on Form 10-K.

Outlook

The outlook section contains a number of forward-looking statements, all of which are based on current expectations. Actual results may differ materially. Refer to the Safe Harbor Statement below as well as Risk Factors and other information contained in our 2006 Annual Report on Form 10-K for information concerning the key risks to achieving future performance goals.

We have revised our operating performance expectations for the full year 2007 as a result of slower than expected improvement in U.S. sales and increased investment in consumer and customer programs. Our latest expectations with regard to key operating performance measures are presented below.

We expect net sales for the full year 2007 to be essentially even with 2006. Excluding incremental sales from the Godrej Hershey Beverages and Foods acquisition, net sales are expected to decline approximately 1%. The decline in net sales, primarily in the United States, reflects increased competitive activity, reduced retail velocity, a decrease in sales from the introduction of new products and lower shipments to select distributors. The sales decrease in the U.S. is expected to be partially offset by incremental sales from the Godrej acquisition and increased sales for our international businesses.

We expect that our 2007 business realignment initiatives designed to execute a comprehensive, three-year supply chain transformation plan will result in total pre-tax charges and non-recurring project implementation costs of $525 million to $575 million. Total charges include project management and start-up costs of approximately $50 million. In 2007, we now expect to record charges of approximately $380 million to $400 million, or $1.03 to $1.08 per share-diluted. Total charges to be recorded in 2007 are expected to be higher than our original estimates due to the earlier timing of charges related to early retirement and voluntary severance programs. Charges related to these programs were originally expected to be recorded in 2008, however, they were recorded in the third quarter of 2007 upon acceptance by the employees.

As a result of the program, we estimate on-going savings of approximately $170 million to $190 million to be generated by 2010. A portion of the savings will be invested in our strategic growth initiatives, in such areas as core brand growth, new product innovation, selling and go-to-market capabilities and disciplined global expansion. The amount and timing of this investment will be contingent upon market conditions and the pace of our innovation and global expansion.

Excluding the impact of business realignment charges, we now expect our gross margin to be down nearly 200 basis points for the full year 2007. We expect significantly higher input costs in 2007 compared with 2006, particularly as a result of a significant increase in dairy input costs. The dairy markets are not as developed as many of the other commodities markets and, therefore, it is not possible to hedge our costs by taking forward positions to extend coverage for longer periods of time. An unfavorable sales mix resulting primarily from reduced shipments of higher-margin, single-serve items will also contribute to the lower gross margin.

Excluding the impact of business realignment charges, we now expect EBIT margin to decline approximately 250 basis points for the full year 2007. This decline will result from the decision to maintain our increased levels of brand investment, despite the increase in expected dairy costs and an unfavorable sales mix. In addition to the lower gross margin, increased investment spending for trade promotions, advertising and improved selling capabilities is expected to contribute to the decline in EBIT, EBIT margin and earnings per share-diluted in 2007.

Excluding the impact of business realignment charges, earnings per share-diluted is now expected to be in the $2.08 - $2.12 range for the full year 2007.

In this section, we have provided diluted earnings per share measures excluding certain items. These non-GAAP financial measures are used in evaluating results of operations for internal purposes. These non-GAAP measures are not intended to replace the presentation of financial results in accordance with GAAP. Rather, we believe exclusion of such items provides additional information to investors to facilitate the comparison of past and present operations. Below is a reconciliation of GAAP and non-GAAP items to our earnings per share outlook:

	2006	2007
Reported / Expected EPS-Diluted	$ 2.34	$ 1.00 - $1.09
Total Realignment Charges	$ 0.03	$ 1.03 - $1.08
EPS-Diluted from Operations*	$ 2.37	
Expected EPS-Diluted from Operations*		$ 2.08 - $2.12

*From operations, excluding business realignment and one-time costs.

Subsequent Events

In October 2007, Richard H. Lenny, Chairman, President and Chief Executive Officer informed our Board of Directors of his intention to retire at the end of 2007. Mr. Lenny will continue as Chairman of the Board and as a Director of the Company until December 31, 2007, and as Chief Executive Officer until December 1, 2007.

Also in October 2007, David J. West was named President and a Director of the Company. Mr. West will assume the role of Chief Executive Officer on December 1, 2007. Prior to his appointment, Mr. West was Executive Vice President, Chief Operating Officer.

Our Board of Directors also appointed Robert H. Campbell non-executive Chairman of the Board, effective January 1, 2008. Mr. Campbell is currently a member of The Hershey Company's Board of Directors, Chairman of the Compensation and Executive Organization Committee, and a member of the Audit Committee and Executive Committee.

Safe Harbor Statement

We are subject to changing economic, competitive, regulatory and technological conditions, risks and uncertainties because of the nature of our operations. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we note the following factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions that we have discussed directly or implied in this report. Many of the forward-looking statements contained in this report may be identified by the use of words such as "intend," "believe," "expect," "anticipate," "should," "planned," "projected," "estimated," and "potential," among others.

Our results could differ materially because of the following factors, which include, but are not limited to:

- Our ability to implement and generate expected ongoing annual savings from the initiatives to transform our supply chain and advance our value-enhancing strategy;
- Changes in raw material and other costs and selling price increases;
- Our ability to execute our supply chain transformation within the anticipated timeframe in accordance with our cost estimates;
- The impact of future developments related to the product recall and temporary plant closure in Canada during the fourth quarter of 2006, including our ability to recover costs we incurred for the recall and plant closure from responsible third parties;
- Pension cost factors, such as actuarial assumptions, market performance and employee retirement decisions;
- Changes in our stock price, and resulting impacts on our expenses for incentive compensation, stock options and certain employee benefits;

- Market demand for our new and existing products;
- Changes in our business environment, including actions of competitors and changes in consumer preferences;
- Changes in governmental laws and regulations, including taxes;
- Risks and uncertainties related to our international operations; and
- Such other matters as discussed in our Annual Report on Form 10-K for 2006.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The potential net loss in fair value of foreign exchange forward contracts of ten percent resulting from a hypothetical near-term adverse change in market rates was $.2 million as of September 30, 2007 and December 31, 2006. The market risk resulting from a hypothetical adverse market price movement of ten percent associated with the estimated average fair value of net commodity positions increased from $3.7 million as of December 31, 2006, to $28.6 million as of September 30, 2007. Market risk represents 10% of the estimated average fair value of net commodity positions at four dates prior to the end of each period.

Item 4. Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this quarterly report, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Rule 13a-15 under the Exchange Act. This evaluation was carried out under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There has been no change during the most recent fiscal quarter in our internal control over financial reporting identified in connection with the evaluation that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Items 1, 1A, 3, 4 and 5 have been omitted as not applicable.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
				(in thousands of dollars)
July 2 through July 29, 2007	366,000	$ 47.73	366,000	$132,534
July 30 through August 26, 2007	718,400	$ 47.29	687,400	$100,017
August 27 through September 30, 2007	—	—	—	$100,017
Total	1,084,400		1,053,400	

Item 6 - Exhibits

The following items are attached or incorporated herein by reference:

Exhibit Number	Description
10.1	The Hershey Company Compensation Limit Replacement Plan is attached hereto and filed as Exhibit 10.1.
10.2	Master Innovation and Supply Agreement between the Company and Barry Callebaut, AG, dated July 13, 2007, is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K, Filed on July 19, 2007.
10.3	Supply Agreement for Monterrey, Mexico, between the Company and Barry Callebaut, AG, dated July 13, 2007, is incorporated by reference from Exhibit 10.2 to the Company's Current Report on Form 8-K, filed July 19, 2007.
10.4	The Company's Short-Term Credit Agreement is incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K, filed August 30, 2007.
12.1	Statement showing computation of ratio of earnings to fixed charges for the nine months ended September 30, 2007 and October 1, 2006.
31.1	Certification of Richard H. Lenny, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Humberto P. Alfonso, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1*	Certification of Richard H. Lenny, Chief Executive Officer, and Humberto P. Alfonso, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*Pursuant to Securities and Exchange Commission Release No. 33-8212, this certification will be treated as “accompanying” this Quarterly Report on Form 10-Q and not “filed” as part of such report for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18 of the Exchange Act, and this certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE HERSHEY COMPANY
(Registrant)

Date: November 7, 2007 /s/Bert Alfonso
Humberto (Bert) P. Alfonso
Chief Financial Officer

Date: November 7, 2007 /s/David W. Tacka
David W. Tacka
Chief Accounting Officer

EXHIBIT INDEX

Exhibit 10.1	The Hershey Company Compensation Limit Replacement Plan
Exhibit 12.1	Computation of Ratio of Earnings to Fixed Charges
Exhibit 31.1	Certification of Richard H. Lenny, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Humberto P. Alfonso, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1	Certification of Richard H. Lenny, Chief Executive Officer, and Humberto P. Alfonso, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 10.1

THE HERSHEY COMPANY
COMPENSATION LIMIT REPLACEMENT PLAN
(Generally Effective as of January 1, 2007)

I. PURPOSE OF PLAN

The purpose of The Hershey Company Compensation Limit Replacement Plan (hereinafter called the "Plan") is to ensure that the amount of future retirement benefits of executives of The Hershey Company (hereinafter called the "Company") are not reduced by federally regulated limits on the amount of compensation that may be included in the calculation of retirement benefits payable from the Company’s qualified Retirement Plan.

II. DEFINITIONS

The following words and phrases as used in this Plan shall have the following meanings unless a different meaning is plainly required by the context:

(a) "Average Annual Earnings” as of any date during a Participants' employment with an Employer means the average of the Participant's Earnings for the five (5) calendar years preceding such date of calculation.

(b) "Code" means the Internal Revenue Code of 1986, as amended from time to time.

(c) "Committee" means the Compensation and Executive Organization Committee of the Company’s Board of Directors.

(d) "Company's Retirement Plan" means The Hershey Company Retirement Plan, as in effect from time to time and any successor plan thereto.

(e) "Credits" means the sum of the Participant's Basic Credits, Prior Service Credits, Supplemental Prior Service Credits, and Periodic Adjustment Credits.

(f) "DB SERP" means the Hershey Company Supplemental Executive Retirement Plan, which provides a nonqualified, defined benefit pension.

(g) "DC SERP" means the Defined Contribution Supplemental Executive Retirement Plan benefit of The Hershey Company Deferred Compensation Plan.

(h) "Earnings," for purposes of this Plan, shall have the same meaning as provided in Section 1.18 of the Company's Retirement Plan, as such section may be amended from time to time, except that such Earnings shall not be subject to the compensation limits of Section 401(a)(17) of the Code.

(i) "Excess Account" as of a determination date equals the excess of:

1. the sum of the Credits to the Participant's Accounts (including Grandfather benefits) for all years ending on or before the

determination date, including years prior to the Effective Date, that would have been made under Article 4 of the Company's Retirement Plan, if Earnings and Average Annual Earnings defined in this Plan were used in such calculation, over

2. the sum of the Credits to the Participant's Account (including Grandfather benefits) in all years ending on the determination date, including years prior to the Effective Date, under Article 4 of the Company's Retirement Plan.

Notwithstanding the foregoing, for purposes of determining the Excess Account of any Participant eligible for the DC SERP, the Credits to the Participant’s Accounts determined under subsections 1 and 2 above for periods of participation in DC SERP shall be determined by assuming pay-based credits equal 3% of "Earnings" (as defined in this Plan or under the Company’s Retirement Plan, as applicable).

(j) "Effective Date" means January 1, 2007.

(k) "For Cause" means the willful engaging by the Participant in illegal conduct or gross misconduct which is materially and demonstrably injurious to the Company.

For purposes of this definition, no act or failure to act, on the part of the Participant shall be considered "willful" unless it is done, or omitted to be done, by the Participant in bad faith and without reasonable belief that the Participant's action or omission was in the best interest of the Company. Any act or failure to act, based on prior approval given by the Board of Directors of the Company (the "Board") or upon the instruction or with the approval of the Chief Executive Officer or the Employee's superior or based upon the advice of counsel for the Company shall be conclusively presumed to be done, or omitted to be done, by the Participant in good faith and in the best interest of the Company.

(l) "Participant" means an employee of the Company who becomes eligible to receive a benefit under this Plan in accordance with the provisions of Paragraph III.

All of the capitalized terms used in this Plan and not defined herein shall have the same meaning as in the Company's Retirement Plan, as may be amended from time to time.

III. ELIGIBILITY

(a) A U.S. paid executive who is an employee of the Company shall be a participant in this Plan if (i) he is an active participant in the Company's Retirement Plan on or after January 1, 1995, and (ii) his pension benefit, determined on the basis of the provisions of the Company's Retirement Plan without regard to the limitations

of Section 415 or Section 401(a)(17) of the Code, would exceed the benefit payable from the Company's Retirement Plan with regard to such limits. An employee of the Company hired on or after the Effective Date shall not be a participant in this Plan.

(b) In the event that a Participant in this Plan becomes eligible to participate in the DB SERP, the Participant shall no longer be eligible to participate in this Plan or to receive a benefit hereunder, even for periods prior to his participation in the DB SERP.

(c) In the event that an employee who is a participant in the DB SERP becomes ineligible to participate in the DB SERP or terminates employment prior to meeting the criteria required to receive benefits under the DB SERP, such employee shall become eligible to participate in this Plan, and to receive a benefit hereunder for all years in which he would have been a Participant, but for his participation in the DB SERP.

(d) Any employee who terminated employment during 1994 and would have qualified as a Participant and earned a benefit under this Plan had it been adopted prior to the employee's termination date shall be considered a Participant in this Plan, and shall be entitled to receive a benefit under Section IV hereof.

IV. BENEFITS

(a) *Retirement*

An employee who qualifies as a Participant and who retires or whose employment is otherwise terminated other than For Cause on or after his "Early Retirement Date" (as determined under the Company's Retirement Plan) shall be entitled under this Plan to receive a retirement benefit equal to the lump sum value of his Excess Account, determined as of the Participant's date of termination of employment with the Company.

(b) *Termination*

An employee who qualified as a Participant and who terminates employment other than For Cause prior to his Early Retirement Date but after becoming fully vested under the terms of the Company's Retirement Plan shall be entitled to a benefit equal to the lump sum value of his Excess Account as of the employee's date of termination of employment with the Company.

(c) *Pre-retirement Death*

If a Participant dies prior to his Early Retirement Date, the Designated Beneficiary of the Participant shall be entitled to the lump sum value of the Participant's Excess Account as of the date of Participant's death.

(d) *Disability*

If a Participant becomes Disabled prior to his Normal Retirement Date and while employed by the Company, the employee shall, to the extent his pension benefit, determined on the basis of the provisions of the Company's Retirement Plan, without regard to the limitations of Section 415 or Section 401(a)(17) of the Code, would exceed the benefit payable from the Company's Retirement Plan with regard to such limits, continue to accrue credits to his Excess Account during the period the Participant is disabled up until his Normal Retirement Date. The pay credits, if any, during this period will be determined based on the method described in Section 5.2 of the Company's Retirement Plan.

V. DISTRIBUTION AND FORM OF PAYMENT

(a) *Form of Payment*

Benefits payable under Sections IV(a), IV(b), and IV(c) of this Plan shall be payable in a lump sum cash payment as soon as administratively practicable following the earliest of the date of a Participant’s (i) retirement, (ii) termination of employment, or (ii) death prior to his termination from employment. Amounts payable under this Plan may be deferred under the Hershey Company Deferred Compensation Plan pursuant to the deferral election rules contained in that Plan.

(b) *Distribution to Key Employees*

In the case of a Separation from Service of a Key Employee, a lump sum cash payment payable under Sections IV(a) or IV(b) of this Plan may not be made before the date which is six (6) months after the date of the Key Employee’s Separation from Service (or, if earlier, the date of death of the Key Employee) (hereinafter called the "Waiting Period"). The lump sum cash payment that is otherwise payable to a Key Employee under Sections IV(a) or IV(b) of this Plan shall accrue interest during the Waiting Period at a rate equal to the HRA Crediting Rate.

(c) *Definitions*

For purposes of this Section V:

(i) "Key Employee" means a "specified employee" as determined by the Employee Benefits Committee of the Company using the standards set out under Code section 409A(a)(2)(B)(i) (i.e., a key employee (as defined under Code section 416(i) without regard to paragraph (5) thereof) of a corporation any stock in which is publicly traded on an established securities market or otherwise) and applicable Treasury regulations and other guidance under Code section 409A);

(ii) "Separation from Service" means a termination of employment within the meaning of Code section 409A and applicable Treasury regulations and other guidance under Code section 409A; and

(iii) "HRA Crediting Rate" means a periodic adjustment percentage equal to the average of one-year Treasury Constant Maturities as published in the Federal Reserve Statistical Release H.15(519) of the Board of Governors of the Federal Reserve System, measured on the first business day of October, November and December of the year immediately preceding the Plan Year. The average rate shall be calculated and rounded to the nearest one-hundredth of a percentage point. Notwithstanding the preceding sentence, the periodic adjustment percentage shall not exceed twelve (12) percent and shall not be less than three (3) percent in any Plan Year.

VI. CHANGE IN CONTROL

(a) Upon the occurrence of a Change In Control, a Participant shall have a vested right to receive, upon his retirement or other termination of employment with the Company and notwithstanding his Years of Service, the value of his Excess Account as of his date of retirement or other termination of employment. In addition, a Participant shall have a vested right to receive the value of his Excess Account, notwithstanding his Years of Service, if such Participant's employment with the Company was terminated, (i) at the request of a third party who has taken steps reasonably calculated to effect a Change In Control, or (ii) in connection with or in anticipation of a Change In Control.

(b) For purposes of this Paragraph, a "Change In Control" means:

1. The acquisition or holding by any Person of beneficial ownership (within the meaning of Section 13(d) under the Exchange Act of shares of the Common Stock and/or the Class B Common Stock of the Company representing 25% or more of either (i) the total number of then outstanding shares of both Common Stock and Class B Common Stock of the Company (the "Outstanding Company Stock") or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Power"), provided that, at the time of such acquisition or holding of beneficial ownership of any such shares, the Hershey Trust does not beneficially own more than 50% of the Outstanding Company Voting Power; and provided, further, that any such acquisition or holding of beneficial ownership of shares of either Common Stock or Class B Common Stock of the Company by any of the following entities shall not by itself constitute such a Change In Control hereunder: (i) the Hershey Trust; (ii) any trust established by the Company, or by any Subsidiary, for the benefit of the Company and/or its employees or those of any Subsidiary; or (iii) any employee benefit plan (or related trust) sponsored or maintained by the Company or by any Subsidiary; or

2. The approval by the stockholders of the Company of any merger, reorganization, recapitalization, consolidation or other form of business combination (a "Business Combination") if, following consummation of such Business Combination, the Hershey Trust does not beneficially own more than 50% of the total voting power of all outstanding voting securities of the surviving entity or entities; or

3. The approval by the stockholders of the Company of (i) any sale or other disposition of all or substantially all of the assets of the Company, other than to a corporation as to which the Hershey Trust beneficially owns more than 50% of the total voting power of all outstanding voting securities, or (ii) a liquidation or dissolution of the Company.

(c) For purposes of this Paragraph: (i) "Hershey Trust" means either or both of (a) the Hershey Trust Company, a Pennsylvania corporation, as trustee of the Milton Hershey School, or any successor of the Hershey Trust Company as such trustee, and (b) the Milton Hershey School, a Pennsylvania not-for-profit corporation; (ii) "Exchange Act" shall mean the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder; and (iii) "Person" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d)(3) and 14(d) thereof.

VII. ADMINISTRATION OF THE PLAN

The Committee is charged with the administration of the Plan. It shall have full power and authority to construe and interpret the Plan. Its decisions shall be final, conclusive and binding on all parties.

VIII. PAYMENT OF BENEFITS

Nothing contained in the Plan and no action taken pursuant to the provisions of the Plan shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company and the Participant, his spouse or any other person. Benefits under the Plan shall be paid out of the general assets of the Company. No person other than the Company shall by virtue of the provisions of the Plan have any interest in such assets. To the extent that any person acquires a right to receive payments from the Company under the Plan, such right shall be no greater than the right of any unsecured general creditor of the Company. The right of the Participant or any other person to the payment of benefits under the Plan shall not be assigned, transferred, pledged, or encumbered; such payments and the right thereto are expressly declared to be non-assignable and non-transferable. No payments hereunder shall be subject to the claim of the creditor of the Participant nor of any other person entitled to payments hereunder. Any payments required to be made pursuant to the Plan to a person who is under legal disability may be made by the Company to or for the benefit of such person in such of the following ways as the Committee shall determine:

(a) directly to such person,
(b) to the legal representative of such person,
(c) to a near relative of such person to be used for the latter's benefit, or
(d) directly in payment of expenses of support, maintenance or education of such person.

The Company shall not be required to see the application by any third party of any payments made pursuant to the Plan.

IX. EFFECTIVE DATE OF PLAN

Except as specifically provided herein, this amendment and restatement of the Plan shall be effective January 1, 2007.

X. AMENDMENT, SUSPENSION, OR TERMINATION OF THE PLAN

The Board of Directors of the Company may, at any time, suspend or terminate the Plan. The Board may also, from time to time, amend the Plan in such respects as it may deem advisable in order that benefits provided hereunder may conform to any change in the law or in other respects which the Board deems to be in the best interest of the Company. No such amendment shall adversely affect any right of any Participant or his spouse to benefits hereunder that have become payable (i.e. the Participant has five Years of Service with the Company) prior to the effective date of the amendment without the consent of such Participant or spouse. Any benefits payable under the terms of the Plan at the time of termination of the Plan shall remain in effect according to their original terms, or such alternate terms as may be in the best interests of both parties and agreed to by the Participant or his surviving spouse.

IN WITNESS WHEREOF, The Hershey Company has caused The Hershey Company Compensation Limit Replacement Plan to be adopted as of the 3rd day of October, 2006.

THE HERSHEY COMPANY

By: *<u>/s/ Marcella K. Arline</u>*
Marcella K. Arline
Senior Vice President, Chief People Officer

EXHIBIT 12.1

THE HERSHEY COMPANY
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(in thousands of dollars except for ratios)
(Unaudited)

	For the Nine Months Ended	
	September 30, 2007	October 1, 2006
Earnings:		
Income before income taxes (a)	$ 241,141	$ 631,665
Add (deduct):		
Interest on indebtedness	92,690	85,800
Portion of rents representative of the interest factor (b)	6,069	5,743
Amortization of debt expense	573	362
Amortization of capitalized interest	2,002	2,158
Adjustment to exclude minority interest and income or loss from equity investee	(399)	---
Earnings as adjusted	$ 342,076	$ 725,728
Fixed Charges:		
Interest on indebtedness	$ 92,690	$ 85,800
Portion of rents representative of the interest factor (b)	6,069	5,743
Amortization of debt expense	573	362
Capitalized interest	248	46
Total fixed charges	$ 99,580	$ 91,951
Ratio of earnings to fixed charges	3.44	7.89

NOTE:

(a) Amounts for 2006 were adjusted for the impact of certain immaterial adjustments relating to the timing of the recognition of revenue, as permitted by Securities and Exchange Commission Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Misstatements When Quantifying Misstatements in Current Year Financial Statements,* adopted in the fourth quarter of 2006.

(b) Portion of rents representative of the interest factor consists of one-third of rental expense for operating leases.

CERTIFICATION

I, Richard H. Lenny, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Hershey Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2007 /s/Richard H. Lenny
Richard H. Lenny
Chief Executive Officer

CERTIFICATION

I, Humberto (Bert) P. Alfonso, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Hershey Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2007 /s/ Bert Alfonso
Humberto (Bert) P. Alfonso
Chief Financial Officer

Exhibit 32.1

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of The Hershey Company (the “Company”) hereby certify that the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2007 /s/ Richard H. Lenny
Richard H. Lenny
Chief Executive Officer

Date: November 7, 2007 /s/ Bert Alfonso
Humberto (Bert) P. Alfonso
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.