FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	. OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average bu	ırden							
hours por rosponso:	0.5							

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HERNQUIST THOMAS K						2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]									tionship of Reporting all applicable) Director		10% Ov	ner	
(Last) (First) (Middle) 100 CRYSTAL A DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 02/28/2007								^ below			Other (s below) Growth Of		
(Street) HERSHI (City)			17033 (Zip)		4.	If Ame	endme	ent, Date o	of Original Filed (Month/Day/Year)					e) X Form Form					
(0.9)				n-Deri	ivativ	- Se	curi	ties Acc	nuired	Die	nosed o	f or Rer	eficia	ly Owner	·				
1. Title of Security (Instr. 3) 2. T			2. Tran Date	ransaction		2A. Deemed Execution Date,		3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		l (A) or	5. Amor Securiti Benefic Owned	int of es ially Following	Form (D) o	: Direct I r Indirect I str. 4) (7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)	
Common Stock 02/28/				28/200	2007		М		2,500	A \$0		39,9	39,971.3318		D				
Common Stock 02			02/2	28/200	/2007			D		2,500	D	D \$52.35		37,471.3318		D			
Common Stock												59	593.009			401(k) Plan			
			Table II -								osed of, convertib			/ Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	Date, Transact Code (In		ction Derivative		6. Date E Expiration (Month/E	n Dai		7. Title and Amount of Securities Underlying Derivative (Instr. 3 and	f g Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
				Co	Code	v	(A)	(D)	Date Exercisa		Expiration Date		Amount or Number of Shares	1	(Instr. 4)	ion(a)			
Restricted Stock	(1)	02/28/2007			M			2,500 ⁽²⁾	(3)		(3)	Common Stock	2,500	(1)	18,37	70	D		

Explanation of Responses:

- 1. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- 2. Vested Restricted Stock Units granted under the Company's Key Employee Incentive Plan ("Plan") converted and settled with the Company in cash as permitted under the Plan.
- 3. Restricted Stock Units ("RSUs") granted on February 28, 2005 of which 2,500 RSUs vested on February 28, 2007. The remaining unvested RSUs will vest according to the following schedule: 2,500 on February 28, 2008 and 2,500 on February 28, 2009. Once vested, RSUs may be: (1) settled in cash having a value equivalent to the closing price of Common Stock on the New York Stock Exchange on the day preceding the vesting date, in an equal number of shares of Common Stock, or in a combination of cash and Common Stock; or (2) deferred under the Company's Deferred Compensation Plan. The reporting person has elected to settle the vested RSUs for cash.

Thomas K Hernquist

02/28/2007

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.