SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	. ,	(Zip)	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benef	icially	Owned		
	(State)	(Ziþ)								
(City)	(State)	(7in)								
(Street) HERSHEY	РА	17033					X	Form filed by On Form filed by Mo Person		
,			4. If A	mendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line)	vidual or Joint/Grou	p Filing (Check	Applicable
(Last) 19 E. CHOCOL	(First) ATE AVENUE	(Middle)		te of Earliest Transa 1/2022	action (Month/	Day/Year)		below)	below	
1. Name and Address of Reporting Person [*] <u>HABEN MARY KAY</u>				uer Name and Tick RSHEY CO [Symbol		tionship of Reportin all applicable) Director Officer (give title	10% 0	Issuer Owner

		(Month/Day/Year)	8)					Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	01/01/2022		A		208.127	Α	\$ <mark>0</mark>	12,468.952	D ⁽¹⁾		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											

			(e.g., pı	its, ca	alis, v	warra	ants,	options, o	convertib	le se	curities	5)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The total amount of securities reported as directly owned in Column 5 includes 57.939 shares acquired on December 15, 2021, pursuant to a dividend reinvestment feature of the Company's Directors' Compensation Plan, the provisions of which are substantially similar to the dividend reinvestment features of the broad-based dividend reinvestment plan available generally to Company stockholders.

<u>/s/ Kathleen S. Purcell, Agent</u> <u>for Mary Kay Haben</u> <u>01/03/2022</u>

** 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.

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

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lauren H. Lacey, Lisa P. Wang and Kathleen S. Purcell, signing singly, and with full power of substitution, the undersigned?s true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned?s capacity as an officer and/or director of The Hershey Company (the ?Company?), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the ?Exchange Act?) and the rules thereunder and/or any notice of proposed sale under Rule 144 of the Securities Act of 1933, as amended (the ?Securities Act?), and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the ?SEC?) and any other similar authority, including without limitation, the preparation and filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file such forms with the SEC; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact?s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned?s responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned?s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on December 6, 2021.

/s/ Mary Kay Haben