## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>CAVANAUGH ROBERT F</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol HERSHEY CO [ HSY ]								(Ch	eck all app	olicable)	.,	Owner	
ast) (First) (Middle) 00 CRYSTAL A DRIVE							3. Date of Earliest Transaction (Month/Day/Year) 04/01/2012										er (specify w)	
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	e) <mark>X</mark> Forr Forr	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - Noi	n-Deriv	ative	Sec	uritie	s Ac	quired,	Dis	posed o	f, or E	3ene	ficial	ly Own	ed			
Date					Execution Date, ay/Year) if any			Transaction Disposed Of (D) (Instr. 3, 2				Securi Benefi Owned	ties cially I Following	(D) or Indirect	of Indirect			
								Code	v	Amount	(A)	) or )	Price	Transa	action(s)		(11311.4)	
Common Stock 04/0				/2012	2012		A		490.67	7 .	A	\$0	33,1	.59.909(1)	D			
	Та													Owned				
of ve Conversion or Exercise Price of Derivative Security  3. Transaction Date Execution Date, if any (Month/Day/Year)		Code (8)	Instr.	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount or Number of		unt	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownersh Form: Direct (D) or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)				
	(Find State of State	(First) ( STAL A DRIVE  (State) (  Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  ESTAL A DRIVE  EY PA 17033  (State) (Zip)  Table I - Note of the conversion of Exercise Price of Derivative of Derivative of Derivative of the conversion of Exercise (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  STAL A DRIVE  Table I - Non-Derive (Month/It Stock  Table II - Derivate (e.g., ptoperioar of Exercise Price of Derivative (Month/IDay/Year)  STAL A DRIVE  Table II - Non-Derive (e.g., ptoperioar of Exercise (Month/IDay/Year)  3. Transaction Date (Month/IDay/Year)  SA. Deemed Execution Date, if any (Month/IDay/Year)	HE   STAL A DRIVE   STAL A DRIVE   A. If	HERS	(First) (Middle)  STAL A DRIVE  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr  2. Transaction Date (e.g., puts, calls, warr)  Stock  3. Date of Earlies 04/01/2012  4. If Amendment, 2A. Deem Execution if any (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr)  2. Table II - Derivative Securities (e.g., puts, calls, warr)  (Month/Day/Year)  3. Date of Earlies 04/01/2012  4. If Amendment, 2A. Deem Execution if any (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr)  (Month/Day/Year)  (Month/Day/Year)  Security	HERSHEY CO	HERSHEY CO [ HSY ]  (First) (Middle)  STAL A DRIVE  3. Date of Earliest Transaction (MO4/01/2012  4. If Amendment, Date of Original Execution Date of Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  2. Transaction (Month/Day/Year)  3. Transaction Date (fany) (Month/Day/Year)  3. Transaction Date (fany) (Month/Day/Year)  3. Transaction Date (fany) (Month/Day/Year)  4. If Amendment, Date of Original Acquired, Date (Month/Day/Year)  5. Number of Code (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 3, 4 and 5)  Date	HERSHEY CO [ HSY ]	HERSHEY CO [ HSY ]  (First) (Middle)  (STAL A DRIVE  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  (Month/Day/Year)  A 490.67  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration	HERSHEY CO [ HSY ]	HERSHEY CO [ HSY ]   STAL A DRIVE   3. Date of Earliest Transaction (Month/Day/Year)   04/01/2012   4. If Amendment, Date of Original Filed (Month/Day/Year)   4. If Amendment, Date of Original Filed (Month/Day/Year)   4. If Amendment, Date of Original Filed (Month/Day/Year)   5. Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Execution Date, (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Transaction Disposed Of (D) (Instr. 3)   5. Number of Code (Instr. 5)   7. Title and Execution Date, (e.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Exercise Price of Derivative Securities Acquired (A) or (Month/Day/Year)   6. Date Exercisable and Execution Date (Month/Day/Year)   7. Title and Amount of Ore Exercise (Nonth/Day/Year)   8. Number of Ore Exercise (Month/Day/Year)   8. N	HERSHEY CO [ HSY ]   STAL A DRIVE   3. Date of Earliest Transaction (Month/Day/Year)   04/01/2012   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. In Line   1. In Line	HERSHEY CO [ HSY ]   STAL A DRIVE   3. Date of Earliest Transaction (Month/Day/Year)   04/01/2012   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual of Line)   X Forr Forr Pers   X Forr Forr Forr Pers   X Forr Forr Forr Pers   X Forr Forr Pers   X Forr Forr Forr Pers   X Forr Forr Forr Forr Forr Forr Forr Fo	HERSHEY CO [ HSY ]   Check all applicable   X Director   Officer (give title below)   STAL A DRIVE   Od/01/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   Od/01/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   Od/01/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   Od/01/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   Od/01/2012   A. Securities Acquired (A) or Disposed Off, Or Beneficially Owned Form Filed by Month/Day/Year)   Odd (Instr. 3)   Odd (Instr. 4)   Odd (Instr. 4)	HERSHEY CO [ HSY ] (Check all applicable) X Director Officer (give title Delow) Commercial properties of the period of the perio	

## **Explanation of Responses:**

1. The total amount of securities reported as directly owned in Column 5 includes 198.325 shares acquired on March 15, 2012, 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.

Steven J. Holsinger, Attorney-

in-Fact for Robert F.

04/02/2012

Cavanaugh

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.