

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * WALLING KEVIN R (Last) (First) (Middle) 19 E. CHOCOLATE AVENUE (Street) HERSHEY PA 17033 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP Chief HR Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2019		M		20,040	A	\$105.96	62,997	D	
Common Stock	06/05/2019		S ⁽¹⁾		3,029	D	\$133.941 ⁽²⁾	59,968	D	
Common Stock	06/05/2019		S ⁽¹⁾		9,458	D	\$134.972 ⁽³⁾	50,510	D	
Common Stock	06/05/2019		S ⁽¹⁾		7,553	D	\$135.909 ⁽⁴⁾	42,957	D	
Common Stock	06/05/2019		M		11,807	A	\$105.91	54,764	D	
Common Stock	06/05/2019		S ⁽¹⁾		1,772	D	\$133.962 ⁽⁵⁾	52,992	D	
Common Stock	06/05/2019		S ⁽¹⁾		5,446	D	\$134.961 ⁽⁶⁾	47,546	D	
Common Stock	06/05/2019		S ⁽¹⁾		4,589	D	\$135.899 ⁽⁷⁾	42,957	D	
Common Stock	06/05/2019		M		4,285	A	\$90.39	47,242	D	
Common Stock	06/05/2019		S ⁽¹⁾		600	D	\$133.827 ⁽⁸⁾	46,642	D	
Common Stock	06/05/2019		S ⁽¹⁾		2,017	D	\$134.937 ⁽⁹⁾	44,625	D	
Common Stock	06/05/2019		S ⁽¹⁾		1,668	D	\$135.898 ⁽¹⁰⁾	42,957	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified Stock Option (Right to Buy)	\$105.96	06/05/2019		M			20,040	(11)	02/17/2024	Common Stock	20,040	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$105.91	06/05/2019		M			11,807	(12)	02/16/2025	Common Stock	11,807	\$0	11,808	D	
Non-qualified Stock Option (Right to Buy)	\$90.39	06/05/2019		M			4,285	(13)	02/15/2026	Common Stock	4,285	\$0	4,285	D	

Explanation of Responses:

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 6, 2019.
- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$133.400 to \$134.390. Upon the request of the SEC staff, the issuer or a security

holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

3. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$134.400 to \$135.390. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

4. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$135.420 to \$136.260. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

5. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$133.400 to \$134.360. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

6. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$134.400 to \$135.320. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

7. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$135.400 to \$136.270. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

8. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$133.400 to \$134.120. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

9. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$134.400 to \$135.330. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

10. This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$135.400 to \$136.230. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

11. The options vested according to the following schedule: 25% vested on February 18, 2015, 25% vested on February 18, 2016, 25% vested on February 18, 2017 and 25% vested on February 18, 2018.

12. The options vested according to the following schedule: 25% vested on February 17, 2016, 25% vested on February 17, 2017, 25% vested on February 17, 2018 and 25% vested on February 17, 2019.

13. The options will vest according to the following schedule: 25% vested on February 16, 2017, 25% vested on February 16, 2018, 25% vested on February 16, 2019 and 25% will vest on February 16, 2020.

/s/ Kevin R. Walling

06/06/2019

** 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.

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