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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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	ss of Reporting Persor	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HERSHEY CO</u> [ HSY ]	(Check	tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify		
(Last) (First) (Middle) 100 CRYSTAL A DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005	X	below) below) SVP, Pres. U.S. Confectionery		
(Street) HERSHEY (City)	PA (State)	17033 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (( Form filed by One Reporti Form filed by More than C Person	ing 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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	04/28/2005		М		786	A	\$63.61	7,122.1125	D	
Common Stock	04/28/2005		F		786	D	\$63.61	6,336.1125 <sup>(1)</sup>	D	
Common Stock								369.75	I	401(k) Plan

## 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. Transa Code ( 8)		n of		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	Amount or Number of Shares				
Restricted Stock Units <sup>(2)</sup>	(3)	04/28/2005		М			786 <sup>(2)</sup>	(4)	(4)	Common Stock	786	\$63.61	24,714	D	

#### Explanation of Responses:

1. The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes 22.3353 shares acquired on March 15, 2005 pursuant to the Company's Dividend Reinvestment Plan

2. Restricted Stock Units converted and withheld for payment of taxes upon vesting of the Restricted Stock Unit grant.

3. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.

4. The final 50% of the RSUs granted on April 28, 2003 vested on April 28, 2005. 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 defer payment of shares underlying the RSU grant (except for such shares as are necessary to satisfy current tax obligations) until April 2010.

### Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 31.5300 shares acquired from February 1, 2005 through March 31, 2005 pursuant to the Company's Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on March 31, 2005 was \$60.46. The exact price of each share at the date of acquisition is not readily determinable.

Thomas	K.	Hernq	<u>uist</u>

04/28/2005 Date

\*\* Signature of Reporting Person

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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