

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* <u>SNYDER BURTON H</u> (Last) (First) (Middle) <u>100 CRYSTAL A DRIVE</u> (Street) <u>HERSHEY PA 17033</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY CO [HSY]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>SVP, Gen. Counsel & Sec.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | 07/28/2006 | | M | | 1,200 | A | \$32.25 | 23,450 | D | |
| Common Stock | 07/28/2006 | | S | | 1,200 | D | \$56.01 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 1,900 | A | \$32.25 | 24,150 | D | |
| Common Stock | 07/28/2006 | | S | | 1,900 | D | \$55.93 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 1,600 | A | \$32.25 | 23,850 | D | |
| Common Stock | 07/28/2006 | | S | | 1,600 | D | \$55.94 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,800 | A | \$32.25 | 25,050 | D | |
| Common Stock | 07/28/2006 | | S | | 2,800 | D | \$55.95 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 5,700 | A | \$32.25 | 27,950 | D | |
| Common Stock | 07/28/2006 | | S | | 5,700 | D | \$55.96 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,300 | A | \$32.25 | 24,550 | D | |
| Common Stock | 07/28/2006 | | S | | 2,300 | D | \$55.97 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 3,200 | A | \$32.25 | 25,450 | D | |
| Common Stock | 07/28/2006 | | S | | 3,200 | D | \$55.98 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 5,200 | A | \$32.25 | 27,450 | D | |
| Common Stock | 07/28/2006 | | S | | 5,200 | D | \$56 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 800 | A | \$32.25 | 23,050 | D | |
| Common Stock | 07/28/2006 | | S | | 800 | D | \$56.02 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,300 | A | \$32.25 | 24,550 | D | |
| Common Stock | 07/28/2006 | | S | | 2,300 | D | \$56.03 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 1,600 | A | \$32.25 | 23,850 | D | |
| Common Stock | 07/28/2006 | | S | | 1,600 | D | \$56.04 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,600 | A | \$32.25 | 24,850 | D | |
| Common Stock | 07/28/2006 | | S | | 2,600 | D | \$56.05 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,100 | A | \$32.25 | 24,350 | D | |
| Common Stock | 07/28/2006 | | S | | 2,100 | D | \$56.06 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 2,700 | A | \$32.25 | 24,950 | D | |
| Common Stock | 07/28/2006 | | S | | 2,700 | D | \$56.07 | 22,250 | D | |
| Common Stock | 07/28/2006 | | M | | 1,900 | A | \$32.25 | 24,150 | D | |
| Common Stock | 07/28/2006 | | S | | 1,900 | D | \$56.08 | 22,250 | 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 | | | | | |

Explanation of Responses:

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 50,3430 shares acquired from May 1, 2006 through June 30, 2006, pursuant to the Company's Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on June 30, 2006, was \$55.07. The exact price of each share at the date of acquisition is not readily determinable.

Burton H Snyder

07/31/2006

** 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.