| SEC Form 4 | |
|------------|--|
|------------|--|

П

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 | | | | | | | | | |
|-----------------------|------|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287 | | | | | | | | | |
| Estimated average bu | rden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Nume and Address of Reporting reison | | Person* | 2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY] | (Check | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------|-----------------|--|---|--|-----------------------|--|--|--|--|
| | | | | X | Director | 10% Owner | | | | |
| (Last) (First) (Middle) 100 CRYSTAL A DRIVE | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2007 | | Officer (give title below) | Other (specify below) | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | | | | Line) | | nentine Dennen | | | | |
| HERSHEY | PA | 17033 | | | Form filed by One Re | | | | | |
| | | | | Form filed by More th Person | an One Reporting | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| | | Table I - Non-D | erivative Securities Acquired, Disposed of, or Ben | eficially | Owned | | | | | |

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) | | | | | | Securities Beneficially | Form: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------|---|---------|---------------|-------------------|------------------------------------|--------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (|
| Common Stock | 01/01/2007 | | Α | | 499.201 | Α | \$ <mark>0</mark> | 10,578.185(1) | 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) | Transaction of | | Day/Year) Transaction Code (Instr. 8) Securities Bay/Year) Solution Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) Security Security Disposed Security (Instr. 3, 4) Security S | | of Expiration Date (Month/Day/Year) securities (Month/Day/Year) A) or bisposed of (D) instr. 3, 4 | | ecurities nderlying erivative ecurity (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 beneficially owned includes 42.9160 shares acquired on December 15, 2006, pursuant to the Company's Dividend Reinvestment Plan.

By: Bonnie S. Martin, as Attorney-in-Fact For: Jon A.

Boscia

** Signature of Reporting Person Date

01/02/2007

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.