| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| 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 bur | den | | | | | | | | |
| hours por response: | 0.5 | | | | | | | | |

| | | | 2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-----------------------|--|-------|--|---|----------------------------|-----------------------|--|--|
| | <u>KODEKI II</u> | | | X | Director | 10% Owner | | |
| (Last) 100 CRYSTAL | (Last) (First) (Middle) 100 CRYSTAL A DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2006 | | 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 Line) | | | | |
| (Street) HERSHEY | PA | 17033 | | X | Form filed by One Repo | 0 | | |
| (City) | (State) | (Zip) | | | 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) | | | 4. Securities A Disposed Of (| | | 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 | 03/15/2006 | | Α | | 323.535 | Α | \$54.09 | 10,890.3067 | 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. Transa Code (8) | | of Deriv Secut Acqu (A) or Dispo of (D) | Derivative (Month/Day/Year) Securities Acquired A) or Disposed of (D) Instr. 3, 4 | | Amount of | | | 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:

Robert H. Campbell

** Signature of Reporting Person

03/15/2006

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.