SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-0104 OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Add <u>Wege D Mi</u>	2. Date of Event Requiring Statement (Month/Day/Year) 09/13/2011		3. Issuer Name and Ticker or Trading Symbol <u>HERSHEY CO</u> [HSY] 4. Relationship of Reporting Person(s) to Issuer 5. If Amendment, Date of Original Filed						
(Last) 100 CRYSTA	(First) (Middle)			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
				X Officer (give title below)	Other (spe below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) HERSHEY PA 17033				SVP Chief Commercial Officer			X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	ct (D) (Instr. 5)			
Common Stock				28,253	D				
Common Stock				790.646	I	401(k) Plan			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversion or Exercise		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
Non-qualified	Stock Option (Right to Buy)	(1)	02/14/201	5 Common Stock	4,550	61.7	D		
Non-qualified Stock Option (Right to Buy)		(1)	02/15/201	5 Common Stock	6,050	52.3	D		
Non-qualified Stock Option (Right to Buy)		(1)	04/22/2013	7 Common Stock	8,550	54.68	D		
Non-qualified Stock Option (Right to Buy)		(1)	02/12/201	B Common Stock	16,440	35.87	D		
Non-qualified Stock Option (Right to Buy)		(1)	02/16/2019	Common Stock	22,830	34.89	D		
Non-qualified Stock Option (Right to Buy)		(1)	02/22/202	Common Stock	20,495	39.26	D		
Non-qualified Stock Option (Right to Buy)		(1)	02/21/202	1 Common Stock	20,505	51.42	D		
Restricted Stock Units		(2)	(2)	Common Stock	875	0 ⁽³⁾	D		

Explanation of Responses:

1. Options vest according to the following schedule: 25% vest on the first anniversary of the award date, an additional 25% vest on the second anniversary of the award date, an additional 25% vest on the third anniversary of the award date, and the options become fully vested on the fourth anniversary of the award date.

2. Restricted Stock Units ("RSUs") were granted on July 7, 2008 of which 875 units vested on 8/7/2009, 875 units vested on 7/7/2010, 875 units vested on 7/7/2011 and the remaining 875 units from that grant will vest on 7/7/2012.

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

D. Michael Wege

09/23/2011

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 5 (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.