

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

January 30, 2006

Date of Report (Date of earliest event reported)

The Hershey Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-183

(Commission File Number)

23-0691590

(IRS Employer Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania 17033

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 534-6799

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.04                      Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**

On January 30, 2006, The Hershey Company (the "Company") sent a notice to participants in the Company's 401(k) profit sharing plans (the "401(k) Plans") informing them that the 401(k) Plans would be changing their recordkeepers. The notice stated that while this conversion is being made, participants in the 401(k) Plans would not be able to, among other things, access their accounts to direct or diversify their investments, obtain a loan from the 401(k) Plans or obtain a distribution from the 401(k) Plans. The notice stated that restrictions on plan activities would begin at 4:00 PM (Eastern Time) on March 20, 2006 and end the week of April 2, 2006. This period is referred to herein as the "Blackout Period."

On January 30, 2006, the date the Company received notice of the Blackout Period, the Company sent a blackout restriction notice (the "BTR Notice") to its directors and executive officers informing them that, because the restrictions during the Blackout Period include restrictions on investment changes involving the Company's common stock, one dollar (\$1.00) par value, ("Common Stock") held in the 401(k) Plans, they would be prohibited during the Blackout Period, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and the SEC's rules promulgated thereunder, from purchasing and selling shares of the Company's Common Stock or Class B common stock, one dollar (\$1.00) par value, (including derivative securities pertaining to such shares) acquired in connection with their service as a director or employment as an executive officer.

A copy of the BTR Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Directors and executive officers of the Company may obtain, without charge, information regarding the Blackout Period, including the actual ending date of the Blackout Period, by contacting Burton H. Snyder, Senior Vice President, General Counsel and Secretary, The Hershey Company, 100 Crystal A Drive, Hershey, PA 17033, (717) 534-7912, before and during the Blackout Period, and the Office of the General Counsel, The Hershey Company, 100 Crystal A Drive, Hershey, PA 17033, for a period of two years thereafter.

**Item 9.01                      Financial Statements and Exhibits**

(d)                      Exhibits

- 99.1      Notice to Executive Officers and Directors of The Hershey Company regarding a 401(k) Plan Blackout Period and Trading Restrictions.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 2, 2006

THE HERSHEY COMPANY

By: /s/ Burton H. Snyder  
Burton H. Snyder,  
Senior Vice President,  
General Counsel and Secretary

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice to Executive Officers and Directors of The Hershey Company regarding a 401(k) Plan Blackout Period and Trading Restrictions



**IMPORTANT NOTICE REGARDING 401(k) PLAN BLACKOUT  
PERIOD AND RESTRICTIONS ON ABILITY TO TRADE SHARES  
OF THE COMPANY'S SECURITIES**

This notice is to inform you of significant restrictions on your ability to trade any equity securities of The Hershey Company (the "Company") during an upcoming "blackout period" that will apply to the Company's 401(k) profit sharing plans (the "401(k) Plans"). This special "blackout period" is imposed on executive officers and directors of the Company by the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction) and is in addition to the Company's trading windows related to its earnings releases.

The special blackout period is being imposed because of the conversion to a new recordkeeper for the 401(k) Plans. The special blackout period will begin at 4:00 PM (Eastern Time) on March 20, 2006 and will end during the week of April 2, 2006 (the "401(k) Plan Blackout Period"). During the 401(k) Plan Blackout Period, participants in the 401(k) Plans will not be able to access their accounts to direct or diversify their investments, obtain loans from the 401(k) Plans or obtain a distribution from the 401(k) Plans.

**In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Securities and Exchange Commission Regulation BTR, the Company's directors and executive officers are prohibited - during the 401(k) Plan Blackout Period - from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with his or her employment as an executive officer or services as a director.**

Please note the following:

- "Equity securities" is defined broadly to include the Company's Common Stock, one dollar (\$1.00) par value, Class B common stock, one dollar (\$1.00) par value, stock options, and other derivative securities.
- Covered transactions are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).
- Among other things, these rules prohibit exercising options granted to you in connection with your employment as an executive officer, selling shares of Company stock acquired pursuant to such options, selling shares of Company stock originally received as a restricted stock unit grant or upon the vesting of a restricted stock unit, or selling shares to cover withholding taxes upon the vesting of restricted stock units.
- Exemptions from these rules generally apply for purchases or sales under dividend reinvestment plans, sales required by laws, regularly scheduled grants or awards under Company equity compensation plans and certain other "automatic" transactions.

Inquiries with respect to this blackout period, including to determine whether this blackout period has ended, should be directed to:

Burton H. Snyder, Senior Vice President,  
General Counsel and Secretary  
The Hershey Company  
100 Crystal A Drive  
Hershey, PA 17033  
(717) 534-7912

These rules apply in addition to the trading restrictions under the Company's insider trading policy. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. **The SEC regulations regarding the blackout period restrictions are complex. To avoid any inadvertent violations of the blackout period restrictions, directors and executive officers are required to follow the Company's pre-clearance procedures in connection with any proposed transaction in Company securities. If you have any questions regarding the Company's pre-clearance procedures or your ability to engage in any transaction, please contact Burton H. Snyder.**

January 30, 2006