

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 * TACKA DAVID W			2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP CAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2012			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		
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) HERSHEY PA 17033								
(City) (State) (Zip)								

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	05/21/2012		M		11,000	A	\$52.3	33,329.914	D	
Common Stock	05/21/2012		S		11,000	D	\$67.4	22,329.914	D	
Common Stock	05/22/2012		M		1,200	A	\$61.7	23,529.914	D	
Common Stock	05/22/2012		S		1,200	D	\$68	22,329.914	D	
Common Stock	05/22/2012		M		500	A	\$61.27	22,829.914	D	
Common Stock	05/22/2012		S		500	D	\$68	22,329.914	D	
Common Stock	05/22/2012		M		5,375	A	\$54.68	27,704.914	D	
Common Stock	05/22/2012		S		5,375	D	\$68	22,329.914 ⁽¹⁾	D	
Common Stock								5,914.896 ⁽²⁾	I	401(k) Plan

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						Title
Non-qualified Stock Option (Right to Buy)	\$52.3	05/21/2012		M			11,000	(3)	02/15/2016	Common Stock	11,000	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$61.7	05/22/2012		M			1,200	(4)	02/14/2015	Common Stock	1,200	\$0	8,250	D	
Non-qualified Stock Option (Right to Buy)	\$61.27	05/22/2012		M			500	(5)	04/17/2015	Common Stock	500	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$54.68	05/22/2012		M			5,375	(6)	04/22/2017	Common Stock	5,375	\$0	5,375	D	

Explanation of Responses:

1. The total amount of securities reported as directly owned by the reporting person has been adjusted to include the acquisition of 2,2494 shares on March 15, 2012, pursuant to the Company's Dividend

Reinvestment Plan.

2. The total amount of securities reported as indirectly owned by the reporting person includes 50,523 shares acquired from March 6, 2012 through April 30, 2012, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated May 1, 2012, provided by the Plan Trustee.

3. The options vest according to the following schedule: 25% vested on February 16, 2007, 25% vested on February 16, 2008, 25% vested on February 16, 2009 and 25% vested on February 16, 2010.

4. The options vest according to the following schedule: 25% vested on February 15, 2006, 25% vested on February 15, 2007, 25% vested on February 15, 2008 and 25% vested on February 15, 2009.

5. The options vest according to the following schedule: 25% vested on April 18, 2006, 25% vested on April 18, 2007, 25% vested on April 18, 2008 and 25% vested on April 18, 2009.

6. The options vest according to the following schedule: 25% vested on April 23, 2008, 25% vested on April 23, 2009, 25% vested on April 23, 2010 and 25% vested on April 23, 2011.

David W. Tacka

05/23/2012

** 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.