

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 Address of Reporting Person* <u>ARLINE MARCELLA K</u> (Last) (First) (Middle) <u>100 CRYSTAL A DRIVE</u> (Street) <u>HERSHEY PA 17033</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY CO [HSY]</u>	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) <u>SVP, Chief People Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/08/2007		M		1,250	A	\$0 ⁽¹⁾	30,800.8377	D	
Common Stock	08/08/2007		D		1,250	D	\$47.02	29,550.8377 ⁽²⁾	D	
Common Stock								6,627.712	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
Restricted Stock Units	(1)	08/08/2007		M			1,250 ⁽³⁾	(4)	(4)	Common Stock	1,250	(1)	2,500	D	

Explanation of Responses:

- Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes the acquisition of 4.7169 shares on June 15, 2007 pursuant to the Company's Dividend Reinvestment Plan.
- Vested Restricted Stock Units granted under the Company's Equity and Incentive Compensation Plan (formerly called the Key Employee Incentive Plan) ("Plan") converted and settled with the Company in cash as permitted under the Plan.
- Restricted Stock Units ("RSUs") granted on August 8, 2005 of which 1,250 RSUs vested on August 8, 2007. The remaining unvested RSUs will vest according to the following schedule: 1,250 on August 8, 2008 and 1,250 on August 8, 2009. Once vested, RSUs may be: (1) settled in cash having a value equivalent to the closing price of Common Stock on the New York Stock Exchange on the day preceding the vesting date, in an equal number of shares of Common Stock, or in a combination of cash and Common Stock; or (2) deferred under the Company's Deferred Compensation Plan. The reporting person has elected to settle the vested RSUs for cash.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 32.6180 shares acquired from May 1, 2007 through July 31, 2007 pursuant to the Company's 401(k) Plan. These shares were acquired at various intervals, and the closing price on July 31, 2007 was \$46.10. The exact price of each share at the date of acquisition is not readily determinable.

Marcella K Arline 08/08/2007

** 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.

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