

**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* <u>Wege D Michael</u>  (Last) (First) (Middle) 100 CRYSTAL A DRIVE  (Street) HERSHEY PA 17033  (City) (State) (Zip)	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) SVP, GS, India, ME, Comm & CSR
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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)	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	08/15/2016		S <sup>(1)</sup>		100	D	\$111.41	27,188	D	
Common Stock	08/15/2016		M		550	A	\$54.68	27,738	D	
Common Stock	08/15/2016		S <sup>(1)</sup>		550	D	\$111.41	27,188	D	
Common Stock	08/15/2016		M		450	A	\$35.87	27,638	D	
Common Stock	08/15/2016		S <sup>(1)</sup>		450	D	\$111.41	27,188	D	
Common Stock								872.2922 <sup>(2)</sup>	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						Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$54.68	08/15/2016		M			550	(3)	04/22/2017	Common Stock	550	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$35.87	08/15/2016		M			450	(4)	02/12/2018	Common Stock	450	\$0	6,890	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2015.
- The total amount of securities reported as indirectly owned by the reporting person includes 3.3462 shares acquired from July 1, 2016 through July 31, 2016, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated August 1, 2016, provided by the Plan Trustee.
- The options vested 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.
- The options vested according to the following schedule: 25% vested on February 13, 2009, 25% vested on February 13, 2010, 25% vested on February 13, 2011 and 25% vested on February 13, 2012.

/s/ James Turoff, Agent for D. Michael Wege 08/16/2016

\*\* 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.