SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\Box	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1 I. Marie and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol <u>HERSHEY CO</u> [HSY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
SITUERI					Director	10% Owner			
	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) 100 CRYSTAL A DRIVE		(Middle)	05/30/2007		SVP, Gen. Counsel & Sec.				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable			
HERSHEY	PA	17033		X	Form filed by One Re	porting Person			
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting			

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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	05/30/2007		М		10,010	A	\$32.25	32,260	D	
Common Stock	05/30/2007		S		10,010	D	\$52.53	22,250	D	
Common Stock	05/30/2007		М		100	A	\$32.25	22,350	D	
Common Stock	05/30/2007		S		100	D	\$52.52	22,250	D	
Common Stock	05/30/2007		М		4,690	A	\$32.25	26,940	D	
Common Stock	05/30/2007		S		4,690	D	\$52.5	22,250	D	
Common Stock	05/30/2007		М		1,000	A	\$32.25	23,250	D	
Common Stock	05/30/2007		S		1,000	D	\$52.51	22,250	D	
Common Stock								2,724.876	Ι	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. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	umber vative urities uired or oosed D) (Instr. 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	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$32.25	05/30/2007		М			10,010	(1)	02/02/2013	Common Stock	10,010	\$0	5,790	D	
Non- Qualified Stock Option (right to buy)	\$32.25	05/30/2007		М			100	(1)	02/02/2013	Common Stock	100	\$0	5,690	D	
Non- Qualified Stock Option (right to buy)	\$32.25	05/30/2007		М			4,690	(1)	02/02/2013	Common Stock	4,690	\$0	1,000	D	
Non- Qualified Stock Option (right to buy)	\$32.25	05/30/2007		М			1,000	(1)	02/02/2013	Common Stock	1,000	\$0	0	D	

Explanation of Responses:

1. The options vested according to the following schedule: 25% vested on February 3, 2004; 25% vested on February 3, 2005; 25% vested on February 3, 2006; and the final 25% vested on February 3, 2007.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) includes 22.7680 shares acquired from July 1, 2006 through December 31, 2006, and 10.3290 shares acquired from January 1, 2007 through April 30, 2007 pursuant to the Company's 401(k) Plan (formerly known as the Employee Savings Stock Investment and Ownership Plan). These shares were acquired at various intervals. The closing price on December 29, 2006, the last trading day of the fiscal year, was \$49.80; and on April 30, 2007 was \$54.96. The exact price of each share at the date of acquisition is not readily determinable.

Burton H Snyder

05/31/2007

** 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.

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.