

**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>Buck Michele</u>  (Last) (First) (Middle) 100 CRYSTAL A DRIVE  (Street) HERSHEY PA 17033  (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 X Officer (give title below) Other (specify below) <u>SVP Chief Growth Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/24/2012	
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	04/24/2012		M		10,368	A	\$51.42	67,569	D	
Common Stock	04/24/2012		s <sup>(1)</sup>		10,368	D	\$65	57,201	D	
Common Stock	04/24/2012		M		19,950	A	\$52.3	77,151	D	
Common Stock	04/24/2012		s <sup>(1)</sup>		19,950	D	\$64.89	57,201	D	
Common Stock								157,598 <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						Title
Non-qualified Stock Option (Right to Buy)	\$51.42	04/24/2012		M <sup>(1)</sup>			10,368	(3)	02/21/2021	Common Stock	10,368	\$0	31,107	D	
Non-qualified Stock Option (Right to Buy)	\$52.3	04/24/2012		M <sup>(1)</sup>			19,950	(4)	02/15/2016	Common Stock	19,950	\$0	0	D	

**Explanation of Responses:**

- The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2011.
- The total amount of securities reported as indirectly owned by the reporting person includes .9439 shares acquired from March 6, 2012 through March 30, 2012, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated April 2, 2012, provided by the Plan trustee.
- The options vest according to the following schedule: 25% vested on February 22, 2012, 25% will vest on February 22, 2013; 25% will vest on February 22, 2014 and 25% will vest on February 22, 2015.
- 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.

Michele G. Buck 04/26/2012

\*\* 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.