FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>BILBREY JOHN P</u>					2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]										Check a	all applicable) Director		g Person(s) to Issuer 10% Owner Other (specify		
(Last)	(First) (Middle) "STAL A DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 06/03/2011										Officer (give title below) President and CEO				пу
(Street) HERSHEY PA 17033 (City) (State) (Zip)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, o	r Ben	efici	ally C	wne	ed			
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction D		Disposed	S. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 Disposed Of (D) (Instr. 3, 4				Securi Senefi Owne	cially d Following	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	t of Inc ct Bene Owne	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount		(A) or (D)	Price	、 T	Reported Transaction(s) (Instr. 3 and 4)			(IIIsti	1. 4)
Common Stock				06/03/2011					F		1,545		D	\$54	1.51	52,615		D		
Common Stock																298.695(1)		I	401(Plan	· /
		Та									osed of, onvertib					ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transa Code (8)		n of Deriv Secu Acqu (A) o Dispo of (D (Insti	ı of E		Exercison Date Day/Ye		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)					9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nip of Ind Bene O) Ownd ct (Insti	Beneficial Ownership (Instr. 4)
					Code	\ \ V	(Δ)		Date Exercisa		Expiration Date	Title	or Nui of	mber						

Explanation of Responses:

1. The total amount of securities reported as indirectly owned by the reporting person represents a reduction of .276 shares allocated to the reporting person's account in the Company's 401(k) Plan as of May 31, 2011. To manage liquidity needs of the 401(k) Plan, the Plan trustee from time maintains a lower overall share balance (versus cash) in the 401(k) Plan, the Plan trustee from time to-time maintains a lower overall share balance (versus cash) in the 401(k) Plan, which in this instance resulted in a reduction in the number of shares allocated to the reporting person's account when compared to the reporting person's Form 4 filed on May 19, 2011. The information is based on a report dated June 1, 2011, provided by the Plan trustee.

> John P. Bilbrey 06/06/2011

** Signature of Reporting Person

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.