FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	_ OWNERSHIP

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

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

		Reporting Person*						e and Tick <mark>Y CO</mark> [Symbol				ationship o k all applic Directo	able)	g Pers	on(s) to Issu	
(Last) 100 CRY	(Fi	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2006								X	below)	(give title Global C	Other (s below) hief Growth Of		` '
(Street) HERSHI (City)		tate)	17033 (Zip)		_	If Amendment, Date of Original Filed (Month/Day/Year) tive Securities Acquired, Disposed of, or Beneficents								ine) X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
1 Title of (Coourity (Incl		ole I - No		saction	_			quired,	, Dis	1				Owned 5. Amour	ut of	6.00	nership 7	7. Nature of
Date			Date	/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transa Code (4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4				Securities Beneficially Owned Following		Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct I Indirect I	Indirect Beneficial Ownership	
							, ,		Code	v	Amount	(A) or (D)	Price	<u> </u>	Reported Transacti	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock 02/2				8/200	2006			М		2,500	A	(1	.)	27,161.4933			D		
Common	Stock			02/2	8/200	6			D		2,500	D	\$51	.97	24,66	1.4933		D	
Common Stock													484.31				401(k) Plan		
			Table II -								osed of, convertib				Owned				
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr) 8)		n Derivative		6. Date Exercisable Expiration Date (Month/Day/Year)		te	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		1 9	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	is Silly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amou or Numb of Share	er		(Instr. 4)			
Restricted Stock	(1)	02/28/2006			M			2,500 ⁽²⁾	(3)		(3)	Common Stock	2,50	0	(1)	22,12	0	D	

Explanation of Responses:

- 1. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- 2. Vested Restricted Stock Units granted under the Company's Key Employee Incentive Plan ("Plan") converted and settled with the Company in cash as permitted under the Plan.
- 3. Restricted Stock Units ("RSUs") granted on February 28, 2005 of which 2,500 RSUs vested on February 28, 2006. The remaining unvested RSUs will vest according to the following schedule: 2,500 on February 28, 2007; 2,500 on February 28, 2008; and the final 2,500 on February 28, 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 17.2600 shares acquired from February 1, 2006 through February 17, 2006, pursuant to the Company's Employee Savings Stock Investment and Ownership Plan (ESSIOP). These shares were acquired at various intervals. The closing price on February 17, 2006, was \$53.65. The exact price of each share at the date of acquisition is not readily determinable.

Thomas K Hernquist

03/02/2006

** 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.