## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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401(k)

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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

1. Name and Address of Reporting Person <sup>*</sup> Wege D Michael				er Name <b>and</b> Ticker <u>SHEY CO</u> [ I		mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 100 CRYSTAI	(First)	(Middle)	3. Date 02/16,	of Earliest Transac /2016	tion (Month/D	ay/Year)	X	Officer (give title below) SVP	Other belowj	(specify )	
(Street) HERSHEY (City)	PA (State)	17033 (Zip)	4. If An	nendment, Date of C	Driginal Filed (	Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Securit	y (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6. Ownership	7. Nature of	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Disposed Of			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	02/16/2016		S <sup>(1)</sup>		100	D	\$ <mark>90</mark>	24,250	D	
Common Stock	02/16/2016		М		1,000	A	\$54.68	25,250	D	
Common Stock	02/16/2016		S <sup>(1)</sup>		1,000	D	\$ <mark>90</mark>	24,250	D	
Common Stock	02/16/2016		A		4,116	A	\$ <mark>0</mark>	28,366	D	
Common Stock	02/16/2016		F		579	D	\$90.39	27,787	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

L															
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)		5. Numl Derivati Securiti Acquire or Dispo of (D) (I 4 and 5)	ve es ed (A) osed nstr. 3,	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	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		Transaction(s) (Instr. 4)		
Non- qualified Stock Option (Right to Buy)	<b>\$</b> 54.68	02/16/2016		М			1,000	(3)	04/22/2017	Common Stock	1,000	\$0	5,550	D	
Non- qualified Stock Option (Right to Buy)	\$90.39	02/16/2016		A		17,955		(4)	02/15/2026	Common Stock	17,955	\$90.39	17,955	D	

Explanation of Responses:

Common Stock

1. 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.

2. The total amount of securities reported as indirectly owned by the reporting person includes 1.7405 shares acquired from January 1, 2016 through January 31, 2016, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated February 1, 2016, provided by the Plan Trustee.

3. 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, 2011.

4. Options vest according to the following schedule: 25% vest on the first anniversary of the grant date, an additional 25% vest on the second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

/s/ Kathleen S. Purcell, Agent

for D. Michael Wege

02/18/2016

Date

\*\* 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.

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