

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Yucovich E Daniel Jr</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Commercial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HERSHEY PA 17033</u>								
(City) (State) (Zip)								

**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	06/07/2013		M		9,872	A	\$60.68	31,891	D	
Common Stock	06/07/2013		M		9,950	A	\$51.42	41,841	D	
Common Stock	06/07/2013		M		14,428	A	\$34.89	56,269	D	
Common Stock	06/07/2013		M		12,707	A	\$39.26	68,976	D	
Common Stock								160,2574 <sup>(1)</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					
Non-qualified Stock Option (Right to Buy)	\$60.68	06/07/2013		M			9,872	(2)	02/20/2022	Common Stock 9,872	\$0	29,618	D	
Non-qualified Stock Option (Right to Buy)	\$51.42	06/07/2013		M			9,950	(3)	02/21/2021	Common Stock 9,950	\$0	19,900	D	
Non-qualified Stock Option (Right to Buy)	\$34.89	06/07/2013		M			14,428	(4)	02/16/2019	Common Stock 14,428	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$39.26	06/07/2013		M			12,707	(5)	02/22/2020	Common Stock 12,707	\$0	12,708	D	

**Explanation of Responses:**

- The total amount of securities reported as indirectly owned by the reporting person includes .206 shares acquired from May 14, 2013 through May 31, 2013, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated June 3, 2013, provided by the Plan Trustee.
- The options vest according to the following schedule: 25% vested on February 21, 2013, 25% will vest on February 21, 2014, 25% will vest on February 21, 2015 and 25% will vest on February 21, 2016.
- The options vest according to the following schedule: 25% vested on February 22, 2012, 25% vested 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 17, 2010, 25% vested on February 17, 2011, 25% vested on February 17, 2012 and 25% vested on February 17, 2013.
- The options vest according to the following schedule: 25% vested on February 23, 2011, 25% vested on February 23, 2012, 25% vested on February 23, 2013 and 25% will vest on February 23, 2014.

E. Daniel Yucovich, Jr 06/11/2013

\*\* 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.**