SEC Form	4
----------	---

Instruction 1(b).

[]

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	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

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* <u>HERSHEY TRUST CO TRUSTEE IN</u>				2. Issuer Name and T <u>HERSHEY CC</u>		g Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				
TRUST FOR MILTON HERSHEY SCHOOL			3. Date of Earliest Tra 05/24/2023	insaction (Mon	th/Day/Year)	Officer (give title Other (spec below) below)					
(Last) (First) (Middle)				4. If Amendment, Date	e of Original Fi	led (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
100 MANSION ROAD EAST							X Form filed by One Reporting Person				
P O BOX 445								Form filed by Me Person	ore than C	ne Re	porting
(Street) HERSHEY	РА	17033			,	ction Indication					
(City)	(State)	(Zip)				nsaction was made pursuant to a c of Rule 10b5-1(c). See Instruction 1	a contract, instruction or written plan that is intended to satisfy 10.				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Date			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and	5)	5. Amount of Securities Beneficially	6. Owner Form: Dir (D) or Ind	rect	7. Nature of Indirect Beneficial

	Date (Month/Day/Year)			Disposed Of (I	D) (Instr.	3, 4 and 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
			Code		Amount (A) ((D)		Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock, \$1.00 par value	05/24/2023	05/24/2023	С		2,500,000	A	\$262.47 ⁽¹⁾	2,500,000	D		
Common Stock, \$1.00 par value								39,630	I	By Hershey Trust Company ⁽²⁾	

			Table II - Der (e.g					luired, Dis s, options	•	,		wned			
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. Transac Code (Ir 8)		Deri Seci Acq or D	umber of vative urities uired (A) isposed D) (Instr. 3, d 5)	6. Date Exerc Expiration D (Month/Day/)	ate	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)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Class B Common Stock,	\$262.47 ⁽⁴⁾	05/24/2023		С			2,500,000	(3)	(3)	Common Stock, \$1.00	2,500,000	\$262.47 ⁽⁴⁾	54,612,012	D	

Explanation of Responses:

\$1.00 pa value⁽³⁾

1. Shares received upon conversion of Class B common stock. The conversion price is the market price at the time of conversion and represents the closing price on 5/24/2023.

2. Hershey Trust Company is wholly owned by Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.

3. All shares of Class B common stock, \$1.00 par value are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.

4. The conversion price is the market price at the time of conversion and represents the closing price on 5/24/2023.

<u>Derek Holjes, VP Finance</u> <u>Hershey Trust Co Trustee in</u> <u>Trust for Milton Hershey</u>	<u>05/2</u>
<u>School</u>	
** Signature of Reporting Person	Date

/26/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

par value

* 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.