

Buck Michele
Form 4
April 26, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Buck Michele

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(Street)

HERSHEY, PA 17033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERSHEY CO [HSY]

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Chief Growth Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 or Price | | |
| Common Stock | 04/24/2012 | | M | | 10,368 A \$ 51.42 | 67,569 | D |
| Common Stock | 04/24/2012 | | S ⁽¹⁾ | | 10,368 D \$ 65 | 57,201 | D |
| Common Stock | 04/24/2012 | | M | | 19,950 A \$ 52.3 | 77,151 | D |
| Common Stock | 04/24/2012 | | S ⁽¹⁾ | | 19,950 D \$ 64.89 | 57,201 | D |
| Common Stock | | | | | | 157,598 ⁽²⁾ | I 401(k) Plan |

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provided by the Plan trustee.

- (3) The options vest according to the following schedule: 25% vested on February 22, 2012, 25% will vest on February 22, 2013; 25% will vest on February 22, 2014 and 25% will vest on February 22, 2015.
- (4) The options vest according to the following schedule: 25% vested on February 16, 2007, 25% vested on February 16, 2008; 25% vested on February 16, 2009 and 25% vested on February 16, 2010.

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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