

WALLING KEVIN R  
Form 4  
August 21, 2018

**FORM 4**

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

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 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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALLING KEVIN R**

(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)

**08/17/2018**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**SVP Chief HR Officer**

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 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)
Common Stock	08/17/2018		M	22,265 A	\$ 81.73 57,611	D	
Common Stock	08/17/2018		S	22,265 D	\$ 101.16 (1) 35,346	D	
Common Stock	08/17/2018		M	8,570 A	\$ 90.39 43,916	D	
Common Stock	08/17/2018		S	8,570 D	\$ (2) 101.242 35,346	D	

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

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 81.73	08/17/2018		M	22,265	<u>(3)</u> 02/18/2023	Common Stock 22,265
Non-qualified Stock Option (Right to Buy)	\$ 90.39	08/17/2018		M	8,570	<u>(4)</u> 02/15/2026	Common Stock 8,570

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALLING KEVIN R 100 CRYSTAL A DRIVE HERSHEY, PA 17033	SVP Chief HR Officer

## Signatures

/s/Kevin R. Walling 08/20/2018

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

- This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$101.00 to
- (1) \$101.51. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.
- (2) This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$101.03 to \$101.47. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide

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information regarding the number of shares sold at each separate price.

- (3) The options vested according to the following schedule: 25% vested on February 19, 2014, 25% vested on February 19, 2015, 25% vested on February 19, 2016 and 25% vested on February 19, 2017.
- (4) The options vest according to the following schedule: 25% vested on February 16, 2017, 25% vested on February 16, 2018, 25% will vest on February 16, 2019 and 25% will vest on February 16, 2020.

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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