

HERSHEY TRUST CO  
Form 4  
August 25, 2017

**FORM 4**

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

OMB APPROVAL

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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 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 \*  
HERSHEY TRUST CO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 MANSION ROAD EAST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2017

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

HERSHEY, PA 17033

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |           |                  |                                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|--------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |           |                  |                                |
| Common Stock, \$1.00 par value  | 08/24/2017                           |  | S <sup>(1)</sup>               |   | 3,000,000 <sup>(1)</sup>  | D  | \$ 106.01                                  | 9,753,521 | I <sup>(3)</sup> | By Milton Hershey School Trust |
| Common Stock, \$1.00 par value  | 08/24/2017                           |  | S <sup>(2)</sup>               |   | 1,500,000 <sup>(2)</sup>  | D  | \$ 106.01                                  | 8,253,521 | I <sup>(3)</sup> | By Milton Hershey School Trust |
| Common Stock,                   |                                      |  |                                |   |   |  |  | 149,500   | D <sup>(3)</sup> |                                |

\$1.00 par value

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

**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 control number.**

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 Securities (Instr. 3 and 4) |                                |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount of Number of Shares |
| Class B Common Stock, \$1.00 par value <sup>(4)</sup> | \$ 105.52 <sup>(5)</sup>                               |                                      |  |                                |   | 08/24/2017 <sup>(4)</sup>                                | 12/31/2050 <sup>(4)</sup>                                     | Common Stock, \$1.00 par value | 60,612,                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HERSHEY TRUST CO<br>100 MANSION ROAD EAST<br>HERSHEY, PA 17033 |               | X         |         |       |

## Signatures

Eric Henry, CEO, Hershey Trust Company  
08/25/2017

\_\_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).
- (1) Shares sold by the Milton Hershey School Trust in an open market transaction.

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- (2) Shares sold by the Milton Hershey School Trust in a private sale to The Hershey Company.
- (3) The reporting person is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- (4) 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.
- (5) Conversion price is the current market price (\$105.52 represents the closing price on 8/24/2017).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.