

HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL
Form 5

January 23, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HERSHEY TRUST CO TRUSTEE
IN TRUST FOR MILTON
HERSHEY SCHOOL

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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

100 MANSION ROAD EAST, P O
BOX 445

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HERSHEY, PA 17033

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$1.00 par value	10/06/2017	^	G ⁽¹⁾	100	A	\$ 0 (2)	8,253,621	D	^
Common Stock, \$1.00 par value	^	^	^	^	^	^	149,500	I	By Hershey Trust Company (3)

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

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SEC 2270
(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)	Amount or Number of Shares												
Class B Common Stock, \$1.00 par value (4)	\$ 113.51 (5)				<table border="0"> <tr> <td>(A)</td> <td>(D)</td> </tr> <tr> <td></td> <td></td> </tr> </table>	(A)	(D)				<table border="0"> <tr> <td>Date Exercisable</td> <td>Expiration Date</td> </tr> <tr> <td></td> <td></td> </tr> </table>	Date Exercisable	Expiration Date			<table border="0"> <tr> <td>Title</td> <td>Amount or Number of Shares</td> </tr> <tr> <td>Common Stock, \$1.00 par value</td> <td>60,612,012</td> </tr> </table>	Title	Amount or Number of Shares	Common Stock, \$1.00 par value	60,612,012
(A)	(D)																			
Date Exercisable	Expiration Date																			
Title	Amount or Number of Shares																			
Common Stock, \$1.00 par value	60,612,012																			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<p>HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL 100 MANSION ROAD EAST P O BOX 445 HERSHEY, PA 17033</p>			X	

Signatures

Gayla Molinelli, VP & CFO, Hershey Trust Company	01/23/2018
__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).
- (1) Received as a donation to the Milton Hershey School Trust.
- (2) No compensation was given to the donor for the receipt of shares. Valuation price at the date of donation was \$108.77 (The average of the high and low market price on the day of donation).
- (3) Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.

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- (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 (\$113.51 represents the closing price on 12/31/2017).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.