**Buck Michele** Form 4 February 24, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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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(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person _ Buck Michele			2. Issue Symbol	r Name <b>an</b>	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			HERSI	HEY CO	[HSY]	(Chec	k all applicable	)		
(Last)	(First)	(Middle)	3. Date o	f Earliest 7	Fransaction					
			(Month/I	Day/Year)			10%			
100 CRYS	ΓAL A DRIVE		02/22/2	2011		_X_ Officer (give below)	e title Othe below)	er (specify		
						SVP Globa	l Chief Mktg. C	Officer		
(Street)			4. If Amo	endment, I	Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Ye	ar)	Applicable Line)				
						_X_ Form filed by ( Form filed by N	1 0			
HERSHEY	, PA 17033					Person	Tore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acc	quired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Dat	te 2A. Deem	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year	) Execution	Date, if	Transact	ion(A) or Disposed of (D)	Securities	Ownership	Indirect		
(Instr 3)		anv		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Reneficial		

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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/22/2011		A	20,500	A	\$ 0	43,860.4169	D	
Common Stock	02/22/2011		F	443	D	\$ 51.42	43,417.4169	D	
Common Stock							152.946 <u>(1)</u>	I	401(k) Plan

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

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#### number.

# 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)	saction Date 3A. Deemed 4.  //Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		5. Number of orDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (Right to Buy)	\$ 51.42	02/22/2011		A	41,475	(2)	02/21/2021	Common Stock	41,4

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Buck Michele** 

100 CRYSTAL A DRIVE SVP Global Chief Mktg. Officer

HERSHEY, PA 17033

## **Signatures**

Michele G. 02/24/2011

\*\*Signature of Date
Reporting Person

# **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).

The total amount of securities reported as indirectly owned by the reporting person represents a reduction of .584 shares allocated to the reporting person's account in the Company's 401(k) Plan as of January 31, 2011. To manage liquidity needs of the 401(k) Plan, the Plan

- (1) trustee from time-to-time maintains a lower overall share balance (versus cash) in the 401(k) Plan, which in this instance resulted in a reduction in the number of shares allocated to the reporting person's account when compared to the reporting person's Form 4 filed on January 13, 2011. The information is based on a report dated February 1, 2011, provided by the Plan trustee.
- Options vest according to the following schedule: 25% vest on the first anniversary of the award date, an additional 25% vest on the (2) second anniversary of the award date, an additional 25% vest on the third anniversary of the award date, and the options become fully vested on the fourth anniversary of the award date.

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.

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