

BILBREY JOHN P
Form 4
February 11, 2013

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 *
BILBREY JOHN P

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 CRYSTAL A DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2013		M		19,700 A \$ 52.3	100,834	D
Common Stock	02/08/2013		S ⁽¹⁾		19,700 D \$ 80.12	81,134	D
Common Stock	02/08/2013		M		24,750 A \$ 54.68	105,884	D
Common Stock	02/08/2013		S ⁽¹⁾		24,750 D \$ 80.18	81,134	D
Common Stock						309,4996 ⁽²⁾	I 401(k) Plan

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

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(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)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 52.3	02/08/2013		M ⁽¹⁾	19,700	⁽³⁾ 02/15/2016	Common Stock	19,700
Non-qualified Stock Option (Right to Buy)	\$ 54.68	02/08/2013		M ⁽¹⁾	24,750	⁽⁴⁾ 04/22/2017	Common Stock	24,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILBREY JOHN P 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X		President and CEO	

Signatures

John P. Bilbrey 02/11/2013
 __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).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 7, 2013.
- (2) The total amount of securities reported as indirectly owned by the reporting person includes 3.9166 shares acquired from June 1, 2012 through January 31, 2013, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated February 1, 2013, provided by the Plan Trustee.

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- (3) The options vested 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.
- (4) The options vested according to the following schedule: 25% vested on April 23, 2008, 25% vested on April 23, 2009, 25% vested on April 23, 2010 and 25% vested on April 23, 2011.

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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