

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
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(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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(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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