HERSHEY CO Form 4 July 03, 2014

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * SHEDLARZ DAVID L

(First) (Middle)

100 CRYSTAL A DRIVE

(Street)

HERSHEY, PA 17033

2. Issuer Name and Ticker or Trading

Symbol

HERSHEY CO [HSY]

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

07/01/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

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

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

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

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired

Owned Following Reported

5. Amount of

Securities

Beneficially

Ownership Form: Direct (D) or

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(Instr. 4)

Indirect (I)

Transaction(s) (Instr. 3 and 4)

Common 07/01/2014 Stock

Code V Amount (D) A 348.118

\$0 A

Price

(1)

(A)

14,826.3862 D

> SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercis		7. Title and	8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	ĺ		Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
SHEDLARZ DAVID L 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X						

Signatures

/s/ Kathleen S. Purcell, Agent for David L.
Shedlarz

07/02/2014

**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).

The total amount of securities reported as directly owned in Column 5 includes 71.8645 shares acquired on June 13, 2014, pursuant to a dividend reinvestment feature of the Company's Directors' Compensation Plan, the provisions of which are substantially similar to the dividend reinvestment features of the broad-based dividend reinvestment plan available generally to Company stockholders.

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.

Reporting Owners 2