

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**
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REPORTING OWNER

Wege D Michael

CIK: **1530640**

Type: **4** | Act: **34** | File No.: **001-00183** | Film No.: **13527291**

Mailing Address
*THE HERSHEY COMPANY
100 CRYSTAL A DRIVE
HERSHEY PA 17033*

ISSUER

HERSHEY CO

CIK: **47111** | IRS No.: **230691590** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2060** Sugar & confectionery products

Mailing Address
*P O BOX 810-EXTERNAL
RPTG & COMPLIANCE
100 CRYSTAL A DRIVE
HERSHEY PA 17033-0810*

Business Address
*100 CRYSTAL A DRIVE
P O BOX 810-EXTERNAL
RPTG & COMPLIANCE
HERSHEY PA 17033-0810
17175344200*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Wege D Michael			2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Chief Commercial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
100 CRYSTAL A DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) HERSHEY, PA 17033								
(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	(A) or (D) Price			
Common Stock	01/10/2013		<u>M</u>		1,500	A \$35.87	32,130	D	
Common Stock	01/10/2013		<u>S</u> ⁽¹⁾		1,500	D \$75	30,630	D	
Common Stock							814,7468 ⁽²⁾	I	401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified Stock Option (Right to Buy)	\$35.87	01/10/2013		<u>M</u> ⁽¹⁾			1,500	⁽³⁾	02/12/2018	Common Stock	1,500	\$ 0	7,340	D	

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2012.
2. The total amount of securities reported as indirectly owned by the reporting person includes 5.2621 shares acquired from December 1, 2012 through December 31, 2012, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated January 2, 2012, provided by the Plan Trustee.
3. The options vested according to the following schedule: 25% vested on February 13, 2009, 25% vested on February 13, 2010, 25% vested on February 13, 2011 and 25% vested on February 13, 2012.

Signatures

D. Michael Wege

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.