

Azzara C Daniel
 Form 4
 August 17, 2011

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 *
 Azzara C Daniel

(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)
 08/15/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Global R&D

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2011		M		2,000 A \$ 32.25	34,810	D
Common Stock	08/15/2011		S		100 D \$ 56.4501	34,710	D
Common Stock	08/15/2011		S		100 D \$ 56.4502	34,610	D
Common Stock	08/15/2011		S		1,400 D \$ 56.451	33,210	D
Common Stock	08/15/2011		S		400 D \$ 56.452	32,810	D

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Common Stock	08/15/2011	M	2,000	A	\$ 36.09	34,810	D	
Common Stock	08/15/2011	S	119	D	\$ 56.412	34,691	D	
Common Stock	08/15/2011	S	600	D	\$ 56.414	34,091	D	
Common Stock	08/15/2011	S	100	D	\$ 56.4205	33,991	D	
Common Stock	08/15/2011	S	200	D	\$ 56.421	33,791	D	
Common Stock	08/15/2011	S	600	D	\$ 56.431	33,191	D	
Common Stock	08/15/2011	S	200	D	\$ 56.432	32,991	D	
Common Stock	08/15/2011	S	181	D	\$ 56.442	32,810	D	
Common Stock						2,477.362 ⁽¹⁾	I	401(k) Plan

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 32.25	08/15/2011		M	2,000	⁽²⁾ 02/02/2013	Common Stock	2,000
Non-qualified Stock Option	\$ 36.09	08/15/2011		M	2,000	⁽³⁾ 06/18/2013	Common Stock	2,000

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azzara C Daniel 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Global R&D	

Signatures

C. Daniel
Azzara

08/17/2011

**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).
 - (1) The total amount of securities reported as indirectly owned by the reporting person includes 17.188 shares acquired from May 2, 2011 through July 29, 2011, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated August 1, 2011, provided by the Plan trustee.
 - (2) The options vested according to the following schedule: 25% vested on February 3, 2004, 25% vested on February 3, 2005, 25% vested on February 3, 2006 and 25% vested on February 3, 2007.
 - (3) The options vested according to the following schedule: 25% vested on June 19, 2004, 25% vested on June 19, 2005, 25% vested on June 19, 2006 and 25% vested on June 19, 2007.

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.