

WEST DAVID J
Form 4
November 29, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEST DAVID J

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)
11/24/2010

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

HERSHEY, PA 17033

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (D) Price			
Common Stock					915,736 ⁽¹⁾	I	401(k) Plan
Common Stock	11/24/2010		M	5,000 A \$ 29.515	72,508	D	
Common Stock	11/24/2010		M	25,000 A \$ 34.655	97,508	D	
Common Stock	11/24/2010		S	30,000 D \$ 47.0006	67,508	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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (2)	\$ 29.515	11/24/2010		M	5,000	(3) 05/20/2011	Common Stock	5,000
Non-Qualified Stock Option (right to buy) (4)	\$ 34.655	11/24/2010		M	25,000	(5) 01/21/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST DAVID J 100 CRYSTAL A DRIVE HERSHEY, PA 17033			President & CEO	

Signatures

David J. West 11/29/2010
 __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).

The total amount of securities reported as indirectly owned by the reporting person includes 17,333 shares acquired from February 1, 2010 through October 29, 2010, pursuant to the Company's 401(k) Plan (?Plan?). The information is based on a report dated November 1, 2010, provided by the Plan trustee.

(2)

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These options are from an option grant previously reported as 10,000 options at an exercise price of \$59.03. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.

- (3) The options vested according to the following schedule: 25% vested on May 21, 2002; 25% vested on May 21, 2003; 25% vested on May 21, 2004 and 25% vested on May 21, 2005.
- (4) These options are from an option grant previously reported as 12,500 options at an exercise price of \$69.31. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
- (5) The options vested according to the following schedule: 25% vested on January 22, 2003; 25% vested on January 22, 2004; 25% vested on January 22, 2005 and 25% vested on January 22, 2006.

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.