

TACKA DAVID W
Form 4
June 10, 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 *
TACKA DAVID W

(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)
06/08/2010

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)
VP CAO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					5,632.454 ⁽¹⁾	I	401(k) Plan
Common Stock	06/08/2010		M	10,650 A \$ 32.25	32,743.9642	D	
Common Stock	06/08/2010		M	2,000 A \$ 36.025	34,743.9642	D	
Common Stock	06/08/2010		S	9,300 D \$ 50	25,443.9642	D	
Common Stock	06/08/2010		S	3,350 D \$ 50.0093	22,093.9642	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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy) (2)	\$ 32.25	06/08/2010		M	10,650	(3)	02/02/2013	Common Stock	10,650
Non-Qualified Stock Option (right to buy) (4)	\$ 36.025	06/08/2010		M	2,000	(5)	08/03/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033			VP CAO	

Signatures

David W. Tacka 06/09/2010
 **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).
- (1) The total amount of securities reported as indirectly owned by the reporting person represents a reduction of 10.021 shares allocated to the reporting person's account in the Company's 401(k) Plan as of May 31, 2010. To manage liquidity needs of the 401(k) Plan, the Plan trustee from time-to-time maintains a lower overall share balance (versus cash) in the 401(k) Plan, which in this instance resulted in a

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reduction in the number of shares allocated to the reporting person's account when compared to the reporting person's Form 4 filed on May 7, 2010. The information is based on a report dated June 1, 2010, provided by the Plan trustee.

- (2) These options are from an option grant previously reported as 10,650 options at an exercise price of \$64.50. 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 February 3, 2004; 25% vested on February 3, 2005; 25% vested on February 3, 2006 and 25% vested on February 3, 2007.
- (4) These options are from an option grant previously reported as 1,000 options at an exercise price of \$72.05. 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 August 4, 2004, 25% vested on August 4, 2005, 25% vested on August 4, 2006 and 25% vested on August 4, 2007.

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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