**HERSHEY CO** Form 4 October 03, 2014

## FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

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

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Wege D Michael

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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burden hours per

HERSHEY CO [HSY]

(Check all applicable)

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

10/01/2014

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify below)

6. Individual or Joint/Group Filing(Check

100 CRYSTAL A DRIVE

(Middle)

SVP, Chief Growth & Marketing

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HERSHEY, PA 17033

(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/01/2014		S <u>(1)</u>	450	D	\$ 95.07	29,421	D	
Common Stock	10/01/2014		M	370	A	\$ 61.7	29,791	D	
Common Stock	10/01/2014		S <u>(1)</u>	370	D	\$ 95.07	29,421	D	
Common Stock	10/01/2014		M	400	A	\$ 52.3	29,821	D	
Common Stock	10/01/2014		S <u>(1)</u>	400	D	\$ 95.07	29,421	D	

Common Stock 838.7514  $\stackrel{(2)}{=}$  I Plan

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

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SEC 1474

(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. Transactic Code (Instr. 8)	io <b>ro</b> f Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 61.7	10/01/2014		M		370	(3)	02/14/2015	Common Stock	370
Non-qualified Stock Option (Right to Buy)	\$ 52.3	10/01/2014		M		400	<u>(4)</u>	02/15/2016	Common Stock	400

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wege D Michael 100 CRYSTAL A DRIVE

SVP, Chief Growth & Marketing

HERSHEY, PA 17033

**Signatures** 

/s/ James Turoff, Agent for D. Michael Wege 10/03/2014

\*\*Signature of Reporting Person Date

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## **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2014.
- The total amount of securities reported as indirectly owned by the reporting person includes 8.2155 shares acquired from September 1, 2014 through September 30, 2014, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated October 1, 2014, provided by the Plan Trustee.
- (3) The options vest according to the following schedule: 25% vested on February 15, 2006, 25% vested on February 15, 2007, 25% vested on February 15, 2008 and 25% vested on February 15, 2009.
- (4) The options vest according to the following schedule: 25% vested on February 16, 2007, 25% vested on February 16, 2008, 25% vested on February 16, 2009 and 25% vested on February 16, 2010.

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.