

HERSHEY CO
Form 4
August 02, 2005

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 *
DAVIS GEORGE F

(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)
08/01/2005

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 & CIO

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)
				(A) or (D) Code V Amount Price			
Common Stock	08/01/2005		M	2,800 A \$ 29.25	2,800	D	
Common Stock	08/01/2005		S	2,800 D \$ 62.75	0	D	
Common Stock	08/01/2005		M	2,355 A \$ 29.25	2,355	D	
Common Stock	08/01/2005		S	2,355 D \$ 62.81	0	D	
Common Stock	08/01/2005		M	800 A \$ 29.25	800	D	

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Common Stock	08/01/2005	S	800	D	\$ 62.82	0	D	
Common Stock	08/01/2005	M	1,545	A	\$ 29.25	1,545	D	
Common Stock	08/01/2005	S	1,545	D	\$ 62.83	0	D	
Common Stock	08/01/2005	M	3,000	A	\$ 29.25	3,000	D	
Common Stock	08/01/2005	S	3,000	D	\$ 62.84	0	D	
Common Stock	08/01/2005	M	200	A	\$ 29.25	200	D	
Common Stock	08/01/2005	S	200	D	\$ 62.91	0	D	
Common Stock	08/01/2005	M	600	A	\$ 29.25	600	D	
Common Stock	08/01/2005	S	600	D	\$ 62.91	0	D	
Common Stock						665.85	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005		M	2,800	(2)	01/09/2011	Common Stock	2,800

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These options vested according to the following schedule: 25% vested on January 10, 2002; an additional 25% vested on January 10, 2003; an additional 25% vested on January 10, 2004; and the final 25% vested on January 10, 2005.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu

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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