WEST DAVID J

Form 4

November 29, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

2005

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obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

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)	3. Date of Earliest Transaction	(Check an applicable)		
100 CRYSTAL A DRIVE			(Month/Day/Year) 11/24/2010	Director 10% Owner Officer (give title below)		
(Street) HERSHEY, PA 17033			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	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. 4. Securities Acquired (A) Transaction 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	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
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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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 29.515	11/24/2010		M	5,000	<u>(3)</u>	05/20/2011	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 34.655	11/24/2010		M	25,000	<u>(5)</u>	01/21/2012	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WEST DAVID J

100 CRYSTAL A DRIVE President & CEO

HERSHEY, PA 17033

Signatures

David J. West 11/29/2010

**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).

The total amount of securities reported as indirectly owned by the reporting person includes 17.333 shares acquired from February 1, 2010 (1) 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)

Reporting Owners 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.