TACKA DAVID W Form 4 April 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2 Jaguar Nama and Tiakar or Tradina

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

TACKA DAVID W (Last) (First) (Middle) 100 CRYSTAL A DRIVE			2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY] 3. Date of Earliest Transaction (Month/Day/Year) 04/18/2008					(Check all applicable) Director 10% Owner Officer (give title Other (specify below) VP CAO			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	Person uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med	3. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	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	
Common Stock				Code V	Timount	(D)	Trice	5,307.942 <u>(1)</u>	I	401(k) Plan	
Common Stock	04/18/2008			M	250 (2)	A	\$ 0	22,022.9441	D (3)		
Common	04/18/2008			F	64	D	\$ 35.69	21,958.9441	D		

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

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number.

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. 5. Number Transaction of Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price Derivat Securit (Instr. 5
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0 (5)	04/18/2008		M	250	<u>(7)</u>	(8)	Common Stock	500	\$ 0 9

Reporting Owners

elationships

Director 10% Owner Officer Other

TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033

VP CAO

Signatures

David W. Tacka 04/18/2008

**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 35.918 shares acquired from January 24, (1) 2008 through March 31, 2008, pursuant to the Company's 401(k) Plan. These shares were acquired at various intervals. The closing price on March 31, 2008 was \$37.67. The exact price of each share at the date of acquisition is not readily determinable.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- (3) The total amount of securities reported as directly owned by the reporting person includes the acquisition of 53.5495 shares on March 14, 2008 pursuant to the Company's Dividend Reinvestment Plan.
- (4) Restricted Stock Units granted on April 18, 2005 of which 250 units vested on April 18, 2008. The remaining 250 units will vest on April 18, 2009. Once vested, RSUs may be: (1) settled in cash having a value equivalent to the closing price of Common Stock on the New York Stock Exchange on the day preceding the vesting date, in an equal number of shares of Common Stock, or in a combination of cash and Common Stock; or (2) deferred under the Company's Deferred Compensation Plan. RSUs deferred as phantom shares of Common

Reporting Owners 2

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Stock are payable only in shares of Common Stock at the end of the deferral period. The reporting person has elected to settle the vested RSUs for stock (except for shares withheld to satisfy tax withholding obligation).

- (5) See Footnote (2) above.
- (6) See Footnote (2) above.
- (7) See Footnote (4) above.
- (8) See Footnote (4) above.

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.