

HERSHEY TRUST CO  
Form 4  
December 21, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HERSHEY TRUST CO

(Last) (First) (Middle)

100 MANSION ROAD EAST, P.O.  
BOX 445

(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)

12/19/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 (A) or (D)	Price				
Common Stock, \$1.00 par value <sup>(1)</sup>	12/19/2005		J <sup>(1)(2)</sup>		30,184	D	\$ 57.8325 <sup>(2)</sup>	13,241,569	I	By Milton Hershey School Trust <sup>(4)</sup>
Common Stock, \$1.00 par value								389,000	D <sup>(3)</sup>	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock, \$1.00 par value <sup>(5)</sup>	\$ 57.7 <sup>(6)</sup>					12/19/2005 <sup>(5)</sup> 12/31/2050 <sup>(5)</sup>	Common Stock, \$1.00 par value 60,612,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERSHEY TRUST CO 100 MANSION ROAD EAST P.O. BOX 445 HERSHEY, PA 17033		X		

## Signatures

/s/ Robert C. Vowler, President, Hershey Trust  
Company

12/21/2005

                     \*\*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 repurchase of shares reported on this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted in an agreement between the Issuer and the Reporting Person (the "10b5-1 Plan"). Pursuant to the 10b5-1 Plan, the Issuer has agreed to repurchase from the Reporting

- (1) Person, on a weekly basis, through January 30, 2006, a number of shares of Common Stock equal to the product of the number of shares of Common Stock repurchased by the Issuer on the open market from shareholders other than the Reporting Person and affiliates of the Company (the "Repurchased Shares") during the preceding calendar week (The "Prior Week Shares") and 0.44.

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- (2) Pursuant to the 10b5-1 Plan, the per share price for shares of Common Stock repurchased by the Issuer is equal to the total consideration paid by the Issuer for the Prior Week Shares divided by the number of Repurchased Shares.
- (3) The reporting person is wholly owned by the Milton Hershey School Trust.
- (4) The reporting person is the trustee of Milton Hershey School Trust.
- (5) All shares of Class B common stock, \$1.00 par value, are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.
- (6) Conversion price is the current market price (\$57.70 represents the closing price on 12/19/2005).

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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