## HERSHEY CO

Form 4
January 20, 2015

## 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).

OMB APPROVAL
OMB Number:
Expires: January 31,
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0.5
(Print or Type Responses)


HERSHEY, PA 17033
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| Director | 10\% Owner |
| :---: | :---: |
| _X_Officer (give title below) | Other (specify |
|  | below) |
| SVP Chief Supply Chain Officer |  |
| 6. Individual or Joint/G | Group Filing(Check |
| Applicable Line) |  |

_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|}
\hline (City) \& (State) \& \multicolumn{8}{|l|}{Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\
\hline 1.Title of Security (Instr. 3) \& 2. Transaction Date (Month/Day/Year) \& 2A. Deemed Execution Date, if any (Month/Day/Year) \& \begin{tabular}{l}
3. \\
Transactio Code (Instr. 8) \\
Code
\end{tabular} \& \begin{tabular}{l}
4. Securiti (A) or Dis (Instr. 3, \\
Amount
\end{tabular} \& posed
and 5

(A)
or

(D) \& | quired |
| :--- |
| of (D) |
| Price | \& 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) <br>

\hline Common Stock \& 01/16/2015 \& \& M \& 12,500 \& A \& $$
\begin{aligned}
& \$ \\
& 51.42
\end{aligned}
$$ \& 38,007 \& D \& <br>

\hline Common Stock \& 01/16/2015 \& \& S(1) \& 12,500 \& D \& \$ 110 \& 25,507 \& D \& <br>
\hline
\end{tabular}

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02)
required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amoun Underlying Securiti |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) |  |  |
|  | Derivative |  |  |  | or Disposed of |  |  |
|  | Security |  |  |  | (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, and 5) |  |  |



Non-qualified

| Stock Option <br> (Right to Buy) | $\$ 51.42$ | $01 / 16 / 2015$ | M | 12,500 | (2) | $02 / 21 / 2021$ | Common <br> Stock |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
O'Day Terence L
100 CRYSTAL A DRIVE
SVP Chief Supply Chain Officer
HERSHEY, PA 17033

## Signatures

/s/ Terence L. O'Day

01/19/2015
${ }^{* *}$ Signature of
Date
Reporting Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
The shares reported as sold above were sold pursuant to a Rule 10b5-1 plan that was established by Mr. O'Day on February 14, 2014 and
(1) which plan has not been amended or modified since adoption. As is customary for plans of this type, it included fixed future sale prices, including the shares sold and reported above at a limit price of $\$ 110$ per share. Under Company policy, Mr. O'Day is unable to modify the Rule 10b5-1 plan.
(2) The options vest according to the following schedule: 25\% vested on February 22, 2012, 25\% vested on February 22, 2013, 25\% vested on February 22, 2014 and $25 \%$ will vest on February 22, 2015.
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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