#### SNYDER BURTON H

Form 4

March 17, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre SNYDER BUR	•	g Person *	2. Issuer Name <b>and</b> 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 all applicable)				
100 CRYSTAL A DRIVE			(Month/Day/Year) 03/15/2010	Director 10% Owner  Officer (give title below) Other (specify below)  SVP General Counsel & Sec				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
HERSHEY, PA 17033			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 Acq	uired, Disposed of, or Beneficially Owner				

(City)	(State)	Tab.	le I - Non-L	<b>Derivative</b>	Secui	rities Acquir	ed, 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) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Form: Owned Direct	6. Ownership Form: Direct (D) or Indirect	Beneficial ) Ownership
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(msu. 1)
Common Stock							2,952.541 <u>(1)</u>	I	401(k) Plan
Common Stock	03/15/2010		S(2)	600	D	\$ 42.38	30,265	D	
Common Stock	03/15/2010		S(3)	300	D	\$ 42.39	29,965	D	
Common Stock	03/15/2010		S(4)	700	D	\$ 42.4	29,265	D	
Common Stock	03/15/2010		S(5)	300	D	\$ 42.405	28,965	D	

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Common Stock	03/15/2010	S(6)	100	D	\$ 42.41	28,865	D
Common Stock	03/15/2010	S <u>(7)</u>	300	D	\$ 42.42	28,565	D
Common Stock	03/15/2010	S(8)	100	D	\$ 42.4225	28,465	D
Common Stock	03/15/2010	S(9)	100	D	\$ 42.4275	28,365	D
Common Stock	03/15/2010	S(10)	100	D	\$ 42.43	28,265	D
Common Stock	03/15/2010	S <u>(11)</u>	183	D	\$ 42.44	28,082	D
Common Stock	03/15/2010	S(12)	600	D	\$ 42.45	27,482	D
Common Stock	03/15/2010	S(13)	100	D	\$ 42.46	27,382	D
Common Stock	03/15/2010	S <u>(14)</u>	100	D	\$ 42.5	27,282	D
Common Stock	03/15/2010	S(15)	517	D	\$ 42.5045	26,765	D
Common Stock	03/15/2010	S(16)	5,900	D	\$ 42.54	20,865	D

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.

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SNYDER BURTON H 100 CRYSTAL A DRIVE HERSHEY, PA 17033

SVP General Counsel & Sec

### **Signatures**

Burton H. 03/17/2010 Snyder

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* 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 represents a reduction of 1.516 shares allocated to the reporting person?s account in the Company?s 401(k) Plan as of March 8, 2010. To manage liquidity needs of the 401(k) Plan, the

- (1) Plan Trustee from time-to-time maintains a lower overall share balance (versus cash) in the 401(k) Plan, which in this instance resulted in a reduction in the number of shares allocated to the reporting person?s account when compared to the reporting person?s Form 4 filed on February 25, 2010. The information is based on a report dated March 8, 2010, provided by the Plan Trustee.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2010.
- (3) See Footnote (2) above.
- (4) See Footnote (2) above.
- (5) See Footnote (2) above.
- (6) See Footnote (2) above.
- (7) See Footnote (2) above.
- (8) See Footnote (2) above.
- (9) See Footnote (2) above.
- (10) See Footnote (2) above.
- (11) See Footnote (2) above.
- (12) See Footnote (2) above.
- (13) See Footnote (2) above.
- (14) See Footnote (2) above.
- (15) See Footnote (2) above.
- (16) See Footnote (2) 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.

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