

HERSHEY CO  
Form 5  
January 27, 2015

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
HERSHEY TRUST CO TRUSTEE  
IN TRUST FOR MILTON  
HERSHEY SCHOOL

(Last) (First) (Middle)

100 MANSION ROAD EAST,Â P O  
BOX 445

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HERSHEY CO [HSY]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2014

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

HERSHEY,Â PAÂ 17033

\_\_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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.00 par value	12/06/2014	Â	G <sup>(1)</sup>	100 A \$ 0 (2)	12,513,821	D	Â
Common Stock, \$1.00 par value	Â	Â	Â	Â Â Â Â	389,000	I	By Hershey Trust Company (3)

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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 2270  
(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)	8.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, \$1.00 par value <sup>(4)</sup>	\$ 103.93 <sup>(5)</sup>	Â	Â	Â	Â Â Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock, \$1.00 par value	60,612,012

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL 100 MANSION ROAD EAST P O BOX 445 HERSHEY, Â PA Â 17033	Â Â X Â Â

## Signatures

Gayla M. Bush, VP Finance, Hershey Trust  
Company

01/27/2015

                    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).
- (1) Received as a donation to the Milton Hershey School Trust
- (2) No compensation was given to the donor for receipt of shares. Valuation price at the date of donation was \$99.605 (The average of the high and low market price on the day of donation).
- (3) Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.

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- (4) 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.
- (5) Conversion price is the current market price (\$103.93 represents the closing price on 12/31/2014).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.