

SNYDER BURTON H
Form 4
March 17, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNYDER BURTON H

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(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)
03/15/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP General Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock					2,952.541 ⁽¹⁾	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 ⁽⁷⁾	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 ⁽¹¹⁾	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 ⁽¹⁴⁾	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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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.
Snyder

03/17/2010

__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) 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 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.
 - (2) 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.
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