

TACKA DAVID W
Form 4
February 05, 2009

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 *
TACKA DAVID W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CRYSTAL A DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2008

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP CAO

HERSHEY, PA 17033

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

6. Individual or Joint/Group Filing(Check 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 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 | | | | | 5,426.385 ⁽¹⁾ | I | 401(k) Plan |
| Common Stock | 02/03/2008 | | M | 13,200 A \$ 22.5 | 32,450.8186 | D | |
| Common Stock | 02/03/2009 | | S | 600 D \$ 37.02 | 31,850.8186 | D | |
| Common Stock | 02/03/2009 | | S | 1,300 D \$ 37.01 | 30,550.8186 | D | |
| Common Stock | 02/03/2009 | | S | 11,300 D \$ 37 | 19,250.8186 | D ⁽⁴⁾ | |

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 22.5 | 02/03/2008 | | M | 13,200 | <u>(3)</u> 01/12/2010 | Common Stock | 13,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | | VP CAO | |

Signatures

David W. Tacka 02/05/2009
 **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. 78ff(a).
- (1) The total amount of securities reported as indirectly owned by the reporting person includes 45,566 shares acquired from December 1, 2008 through December 31, 2008, and a reduction of 2,427 shares allocated to the reporting person's account in the Company's 401(k) Plan as of January 30, 2009. 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 Plan, which in this latter 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 January 5, 2009. The information is based on a report dated February 1, 2009, provided by the Plan Trustee.
- (2) These options are from an option grant previously reported as 6,600 options at an exercise price of \$45.00. The option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.

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- (3) The options vested according to the following schedule: 25% vested on January 13, 2001; 25% vested on January 13, 2002; 25% vested on January 13, 2003; and the final 25% vested on January 13, 2004.

- The total amount of securities reported as directly owned by the reporting person has been adjusted to include the acquisition of 50.8262 shares on September 15, 2008 and 57.0227 shares on December 15, 2008 pursuant to the Company's Dividend Reinvestment Plan, as previously reported in a footnote on a Form 4 filed on January 5, 2009. The earlier report failed to include those shares in the total amount of securities reported to be directly owned on Table I.
- (4)

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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