

HERSHEY CO

Form 4

August 02, 2005

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS GEORGE F

(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)

08/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

VP & CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/01/2005		M		2,800	A \$ 29.25	2,800		D
Common Stock	08/01/2005		S		2,800	D \$ 62.75	0		D
Common Stock	08/01/2005		M		2,355	A \$ 29.25	2,355		D
Common Stock	08/01/2005		S		2,355	D \$ 62.81	0		D
Common Stock	08/01/2005		M		800	A \$ 29.25	800		D

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Common Stock	08/01/2005	S	800	D	\$ 62.82	0	D	
Common Stock	08/01/2005	M	1,545	A	\$ 29.25	1,545	D	
Common Stock	08/01/2005	S	1,545	D	\$ 62.83	0	D	
Common Stock	08/01/2005	M	3,000	A	\$ 29.25	3,000	D	
Common Stock	08/01/2005	S	3,000	D	\$ 62.84	0	D	
Common Stock	08/01/2005	M	200	A	\$ 29.25	200	D	
Common Stock	08/01/2005	S	200	D	\$ 62.91	0	D	
Common Stock	08/01/2005	M	600	A	\$ 29.25	600	D	
Common Stock	08/01/2005	S	600	D	\$ 62.91	0	D	
Common Stock						665.85	I	401(k) Plan

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. 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005		M	2,800	(2)	01/09/2011	Common Stock	2,800

(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	2,355	<u>(2)</u>	01/09/2011	Common Stock	2,355
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(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	800	<u>(2)</u>	01/09/2011	Common Stock	800
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(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	1,545	<u>(2)</u>	01/09/2011	Common Stock	1,545
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(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	3,000	<u>(2)</u>	01/09/2011	Common Stock	3,000
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(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	200	<u>(2)</u>	01/09/2011	Common Stock	200
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(1)

Non-Qualified Stock Option (right to buy)	\$ 29.25	08/01/2005	M	600	<u>(2)</u>	01/09/2011	Common Stock	600
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(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS GEORGE F 100 CRYSTAL A DRIVE HERSHEY, PA 17033			VP & CIO	

Signatures

George F Davis	08/02/2005
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 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) These options are from an option grant previously reported as 5,650 options at an exercise price of \$58.50. The option grant was adjusted to reflect the 2-for-1 stock split on June 15, 2004.

(2)

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These options vested according to the following schedule: 25% vested on January 10, 2002; an additional 25% vested on January 10, 2003; an additional 25% vested on January 10, 2004; and the final 25% vested on January 10, 2005.

Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu

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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