

HERSHEY CO

Form 4

July 31, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

07/28/2006

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 below) \_\_\_\_ Other (specify below)

SVP, Gen. Counsel &amp; Sec.

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	07/28/2006		M		3,100	A	\$ 32.25	25,350	D
Common Stock	07/28/2006		S		3,100	D	\$ 56.09	22,250	D
Common Stock	07/28/2006		M		2,900	A	\$ 32.25	25,150	D
Common Stock	07/28/2006		S		2,900	D	\$ 56.1	22,250	D
Common Stock	07/28/2006		M		3,500	A	\$ 32.25	25,750	D

Edgar Filing: HERSHEY CO - Form 4

Common Stock	07/28/2006	S	3,500	D	\$ 55.99	22,250	D	
Common Stock						2,691.779	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 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)	\$ 32.25 (1)	07/28/2006		M	1,200 (1)	(2)	02/02/2013	Common Stock	1,200 (1)
Non-Qualified Stock Option (right to buy)	\$ 32.25 (1)	07/28/2006		M	1,900 (1)	(2)	02/02/2013	Common Stock	1,900 (1)
Non-Qualified Stock Option (right to buy)	\$ 32.25 (1)	07/28/2006		M	1,600 (1)	(2)	02/02/2013	Common Stock	1,600 (1)
Non-Qualified Stock Option (right to buy)	\$ 32.25 (1)	07/28/2006		M	2,800 (1)	(2)	02/02/2013	Common Stock	2,800 (1)
Non-Qualified Stock Option (right to buy)	\$ 32.25 (1)	07/28/2006		M	5,700 (1)	(2)	02/02/2013	Common Stock	5,700 (1)
Non-Qualified Stock Option (right to buy)	\$ 32.25 (1)	07/28/2006		M	2,300 (1)	(2)	02/02/2013	Common Stock	2,300 (1)
Non-Qualified Stock Option	\$ 32.25 (1)	07/28/2006		M	3,200 (1)	(2)	02/02/2013	Common Stock	3,200 (1)

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	5,200 (1)	(2)	02/02/2013	Common Stock	5,200 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	800 (1)	(2)	02/02/2013	Common Stock	800 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	2,300 (1)	(2)	02/02/2013	Common Stock	2,300 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	1,600 (1)	(2)	02/02/2013	Common Stock	1,600 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	2,600 (1)	(2)	02/02/2013	Common Stock	2,600 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	2,100 (1)	(2)	02/02/2013	Common Stock	2,100 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	2,700 (1)	(2)	02/02/2013	Common Stock	2,700 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	1,900 (1)	(2)	02/02/2013	Common Stock	1,900 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	3,100 (1)	(2)	02/02/2013	Common Stock	3,100 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	2,900 (1)	(2)	02/02/2013	Common Stock	2,900 (1)
Non-Qualified Stock Option (right to buy)	\$ <u>32.25</u> (1)	07/28/2006	M	3,500 (1)	(2)	02/02/2013	Common Stock	3,500 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER BURTON H 100 CRYSTAL A DRIVE HERSHEY, PA 17033			SVP, Gen. Counsel & Sec.	

## Signatures

Burton H  
Snyder

07/31/2006

\_\_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 31,600 options at an exercise price of \$64.50. This stock option grant was adjusted to reflect the two-for-one stock split on June 15, 2004.
- (2) The options vested according to the following schedule: 25% vested on February 3, 2004; 25% vested on February 3, 2005; 25% vested on February 3, 2006; and the final 25% will vest on February 3, 2007.

### 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.

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.