HERSHEY CO Form 4 January 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

Stock

1. Name and Address of Reporting Person * STRAUSS CHARLES B			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
<i>a</i>	(F) ()			EY CO []	-			(Chec	ck all applicable)		
(Last)	(First) (3. Date of Earliest Transaction								
100 CRYSTAL A DRIVE			(Month/Day/Year) 01/01/2009					Director		Owner	
								Officer (give below)	below)	er (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	I	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
HERSHEY,	(Street) HERSHEY, PA 17033 (City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Dec Security (Month/Day/Year) Executive any		` , , , , , , , , , , , , , , , , , , ,								
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deeme	ed	3.	4. Securitie	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution			on Date, if Transaction(A) or Disposed of (D)				Securities Form: Direct Indirect				
(Instr. 3) any			Code (Instr. 3, 4 and 5)					Beneficially	(D) or	Beneficial	
		(Month/Da	ıy/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/01/2009			A	861.326	A	\$0	4,659.831	D (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	Year)	Underlying Securities (Instr. 3 and 4)	(Instr. 5) 1	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRAUSS CHARLES B 100 CRYSTAL A DRIVE HERSHEY, PA 17033

Signatures

Bonnie Martin, as Attorney-in-Fact for Charles B.

Strauss 01/05/2009

**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 directly owned in Column 5 includes 30.006 shares acquired on December 15, 2008, pursuant to the Company?s Dividend Reinvestment Plan.

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.

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