

HERSHEY CO
Form 4
July 31, 2006

FORM 4

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

OMB APPROVAL

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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)
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
 Officer (give title below) ___ Other (specify below)
SVP, Gen. 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 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	

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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.

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	1,200 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	1,200 <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	1,900 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	1,900 <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	1,600 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	1,600 <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	2,800 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	2,800 <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	5,700 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	5,700 <u>(1)</u>
Non-Qualified Stock Option (right to buy)	\$ 32.25 <u>(1)</u>	07/28/2006		M	2,300 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	2,300 <u>(1)</u>
Non-Qualified Stock Option	\$ 32.25 <u>(1)</u>	07/28/2006		M	3,200 <u>(1)</u>	<u>(2)</u> 02/02/2013	Common Stock	3,200 <u>(1)</u>

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

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

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