

McConville Richard M  
 Form 3  
 July 05, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * McConville Richard M (Last) (First) (Middle)  100 CRYSTAL A DRIVE (Street)  HERSHEY, PA 17033 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2012	3. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Chief Accounting Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,651	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	Â (1)	05/03/2017	Common Stock	5,650	\$ 55.55	D	Â
Non-qualified Stock Option (Right to Buy)	Â (1)	02/16/2019	Common Stock	2,888	\$ 34.89	D	Â
Non-qualified Stock Option (Right to Buy)	Â (1)	02/22/2020	Common Stock	10,055	\$ 39.26	D	Â
Non-qualified Stock Option (Right to Buy)	Â (1)	02/21/2021	Common Stock	7,260	\$ 51.42	D	Â
Non-qualified Stock Option (Right to Buy)	Â (1)	02/20/2022	Common Stock	7,415	\$ 60.68	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McConville Richard M 100 CRYSTAL A DRIVE HERSHEY, PA 17033	Â	Â	Â VP, Chief Accounting Officer	Â

## Signatures

Richard M.  
McConville

07/05/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Options vest according to the following schedule: 25% vest on the first anniversary of the grant date, an additional 25% vest on the

(1) second anniversary of the grant date, an additional 25% vest on the third anniversary of the grant date, and the options become fully vested on the fourth anniversary of the grant date.

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.