Wege D Michael Form 4 October 18, 2017

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and A Wege D Mi	Address of Report chael	_	2. Issuer Name a Symbol HERSHEY CO	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	(Check	10)		
100 CRYST	ΓAL A DRIVE		(Month/Day/Year 10/16/2017)	Director _X_ Officer (give below) SVP, Chi		` • •	
	(Street)		4. If Amendment,	Date Original	6. Individual or Joi	.nt/Group Fi	ling(Check	
HERSHEY	, PA 17033		Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by O Form filed by M Person	1 0		
(City)	(State)	(Zip)	Table I - Nor	1-Derivative Securities Acc	quired, Disposed of,	or Benefici	ally Owned	
1.Title of	2. Transaction I	Date 2A. Deem	ed 3.	4. Securities Acquired	5. Amount of	6.	7. Nature	

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficial	y 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/16/2017		$S_{\underline{(1)}}$	100	D D	\$ 110.26	27,566	D	
Common Stock	10/16/2017		M	1,000	A	\$ 34.89	28,566	D	
Common Stock	10/16/2017		S(1)	1,000	D	\$ 110.26	27,566	D	
Common Stock							894.7906 (2)	I	401(k) Plan

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

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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. Transactic Code (Instr. 8)	str. 8) Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (Right to Buy)	\$ 34.89	10/16/2017		M	1,000	<u>(3)</u>	02/16/2019	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wege D Michael

100 CRYSTAL A DRIVE SVP, Chief Admin Officer

HERSHEY, PA 17033

Signatures

/s/ James Turoff, Agent for D. Michael
Wege
10/18/2017

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2016.
- The total amount of securities reported as indirectly owned by the reporting person includes 4.4799 shares acquired from September 1, (2) 2017 through September 30, 2017, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated October 2, 2017, provided by the Plan Trustee.
- (3) The options vested according to the following schedule: 25% vested on February 17, 2010, 25% vested on February 17, 2011, 25% vested on February 17, 2012 and 25% vested on February 17, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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