

HERSHEY CO
Form 4
July 30, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Alfonso Humberto P

(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)
07/28/2014

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)

President, International

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/28/2014		M	16,000	A \$ 35.87	74,835	D
Common Stock	07/28/2014		S	16,000	D \$ 92.17	58,835	D

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

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(9-02)

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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
Non-qualified Stock Option (Right to Buy)	\$ 35.87	07/28/2014		M	16,000	(2) 02/12/2018	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alfonso Humberto P 100 CRYSTAL A DRIVE HERSHEY, PA 17033			President, International	

Signatures

/s/ Humberto P.
Alfonso

07/30/2014

**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).

This reflects the weighted average price for the shares, which were sold in multiple transactions at prices that ranged from \$92.13 to \$92.32. Upon the request of the SEC staff, the issuer or a security holder of the issuer, the reporting person undertakes to provide information regarding the number of shares sold at each separate price.

(2) The options vest according to the following schedule: 25% vested on February 13, 2009, 25% vested on February 13, 2010, 25% vested on February 13, 2011 and 25% vested on February 13, 2012.

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. ppointment of McKesson's and AcquisitionCo's designees to the Issuer's Board of Directors and until the Effective Time, the approval of a majority of the directors of the Issuer then in office who were not designated by McKesson and AcquisitionCo will be required to authorize: o any amendment or termination of the Merger Agreement; o any exercise or waiver of any of the Issuer's rights or remedies under the Merger Agreement; o any extension of the time for performance of McKesson's and AcquisitionCo's respective obligations under the Merger Agreement; o any action by the Issuer's Board of Directors under or in connection with the Merger Agreement; o any amendment to the Certificate of Incorporation or Bylaws of the Issuer; or o any other action by the

Issuer which could adversely affect the interests of the Issuer's stockholders (other than McKesson, AcquisitionCo and their affiliates (other than the Issuer and its subsidiaries)), with respect to the transactions contemplated by the Merger Agreement. The foregoing summaries of the Stockholder Support Agreement and the Merger Agreement are qualified in their entirety by reference to the Stockholder Support Agreement and Merger Agreement, filed as Exhibit 10.1 and 2.1, respectively to the Issuer's Form 8-K filed on July 13, 2005, and incorporated herein by reference. Except as set forth herein and as further detailed in the Merger Agreement, McKesson and AcquisitionCo have no present plans or proposals that would relate to or result in (i) any extraordinary corporate transaction involving the Issuer or any of its subsidiaries (such as a merger, reorganization, liquidation, relocation or any operations or sale or transfer of a material amount of assets), (ii) any sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries, (iii) any change in the Board of Directors or management of the Issuer, (iv) any material change in the Issuer's capitalization or dividend policy, (v) any material change in the Issuer's corporate structure or business, (vi) a class of securities of the Issuer being delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association or (vii) a class of equity securities of the Issuer being eligible for termination of registration pursuant to Section 12(g) of the Exchange Act. Item 5. Interest in Securities of the Issuer. (a) and (b) For the purpose of Rule 13d-3 promulgated under the Exchange Act, McKesson and AcquisitionCo, by reason of the execution and delivery of the Stockholder Support Agreement, may be deemed to have shared voting power and shared dispositive power with respect to (and therefore beneficially own) 1,192,316 Shares, representing 8.4% of the Outstanding Shares. In addition, McKesson, pursuant to the Stockholder Support Agreement, has acquired the right to vote in favor of the Merger (as described in Item 4) and, for the purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, McKesson may be deemed to beneficially own, 1,192,316 Shares, representing 8.4% of the outstanding Shares. McKesson, AcquisitionCo and the other persons named in Item 2 disclaim beneficial ownership of such Shares. Except as set forth in this Schedule 13D, to the knowledge of McKesson and AcquisitionCo, no person named in Item 2 beneficially owns any shares of Common Stock. (c) Except as described in this Schedule 13D, during the past 60 days there have been no other transactions in the securities of the Issuer effected by McKesson, AcquisitionCo or, to the knowledge of McKesson and AcquisitionCo, the other persons named in Item 2. (d) Not applicable. (e) Not applicable. Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer. Copies of the Merger Agreement and the Stockholder Support Agreement are filed as Exhibit 2.1 and Exhibit 10.1, respectively, to the Issuer's Form 8-K filed on July 13, 2005 and are incorporated herein by reference. The summaries of such agreements contained in this Schedule 13D are qualified in their entirety by reference to such agreements. Except as described in this Schedule 13D or the Exhibits hereto, to the knowledge of McKesson and AcquisitionCo, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 and between such persons and any other person with respect to any securities of the Issuer, including but not limited to the transfer or voting of any shares of Common Stock, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees or profits, division of profits or loss or the giving or withholding of proxies. Item 7. Material to be Filed as Exhibits. Exhibit 1 Agreement and Plan of Merger, dated July 8, 2005, by and among McKesson Corporation, Spirit Acquisition Corporation and D & K Healthcare Resources, Inc. (incorporated herein by reference to Exhibit 2.1 to the Issuer's Form 8-K, filed July 13, 2005 (Commission File No. 000-20348)). Exhibit 2 Stockholder Support Agreement, dated July 8, 2005, by and among McKesson Corporation, Spirit Acquisition Corporation and certain stockholders of D & K Healthcare Resources, Inc. (incorporated herein by reference to Exhibit 10.1 to the Issuer's Form 8-K, filed July 13, 2005 (Commission File No. 000-20348)). Exhibit 3 Joint Filing Agreement, dated July 22, 2005, by and between McKesson Corporation and Spirit Acquisition Corporation. SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth herein is true, complete and correct. MCKESSON CORPORATION By: /s/ Ivan D. Meyerson ----- Name: Ivan D. Meyerson Title: Executive Vice President, General Counsel and Corporate Secretary SPIRIT ACQUISITION CORPORATION By: /s/ Nicholas A. Loiacono ----- Name: Nicholas A. Loiacono Title: Vice President and Treasurer Dated: July 22, 2005 SCHEDULE I Directors and Executive Officers of McKesson The following table sets forth the name and present principal occupation of each of the executive officers and directors of McKesson. Unless otherwise indicated, the current business address of each of these individuals at McKesson is One Post Street, San Francisco, CA 94104, and each of these individuals is a citizen of the United States of America. Name and Business or Home Position with McKesson and Present Address and Citizenship Principal Occupation or Employment Marie L.

Knowles Member of the Board of Directors, Chairman of the Audit Committee and member of the Finance Committee of McKesson Member of the Board of Directors of Phelps Dodge Corporation Member of the Board of Trustees of Board of Trustees of the Fidelity Funds Jane E. Shaw Member of the Board of Directors, the Audit Committee and Committee on Directors and Corporate Governance of McKesson Chairman of the Board of Directors of Aerogen, Inc. Member of the Board of Directors of Office Max Incorporated Member of the Board of Directors of Intel Corporation Richard F. Syron Member of the Board of Directors, Chairman of the Committee on Directors and Corporate Governance and member of the Compensation Committee of McKesson Chairman and Chief Executive Officer of Freddie Mac Executive Chairman and Chairman of the Board of Directors of Thermo Electron Corporation Member of the Board of Directors of American Stock Exchange Inc. Wayne A. Budd Member of the Board of Directors, the Audit Committee and the Committee on Directors and Corporate Governance Senior Counsel at Goodwin Procter LLP Senior Executive Vice President, General Counsel and member of the Board of Directors of John Hancock Member of the Board of Directors of John Hancock Life Insurance Company Member of the Board of Directors of Premcor, Inc. Alton F. Irby III Member of the Board of Directors, Chairman of the Compensation Committee and member of the Finance Committee of McKesson Member of the Board of Directors of McKesson Information Solutions UK Limited Founding partner of Tricorn Partners LLP Chairman of ContentFilm plc Member of the Board of Directors of Penumbra Ltd. Member of the Board of Directors of Edmiston & Co. David M. Lawrence Member of the Board of Directors and the Compensation Committee of McKesson Chairman Emeritus of Kaiser Foundation Health Plan, Inc. Chairman Emeritus of Kaiser Foundation Hospitals Member of the Board of Directors of Agilent Technologies Member of the Board of Directors of Raffles Medical Group, Inc. James V. Napier Member of the Board of Directors and the Finance Committee of McKesson Member of the Board of Directors of Engelhard Corporation Member of the Board of Directors of Vulcan Materials Company Member of the Board of Directors of Intelligent Systems, Inc. Member of the Board of Directors of WABTEC Corporation John H. Hammergren Chairman of the Board of Directors and President and Chief Executive Officer of McKesson Member of the Board of Directors of Nadro, S.A. de C.V. (Mexico) Member of the Board of Directors of Verispan LLC M. Christine Jacobs Member of the Board of Directors, the Compensation Committee and the Committee on Directors and Corporate Governance of McKesson President and Chief Executive Officer of Theragenics Corporation Robert W. Matschullat Member of the Board of Directors, Chairman of the Finance Committee and member of the Audit Committee of McKesson Member of the Board of Directors of The Clorox Company Member of the Board of Directors of the Walt Disney Company Jeffrey C. Campbell Executive Vice President and Chief Financial Officer of McKesson Paul C. Julian Executive Vice President, Group President of McKesson Paul E. Kirincic Executive Vice President, Human Resources of McKesson Ivan D. Meyerson Executive Vice President, General Counsel and Corporate Secretary of McKesson Marc E. Owen Executive Vice President, Corporate Strategy (United Kingdom) and Business Development of McKesson Pamela J. Pure Executive Vice President of McKesson President, McKesson Provider Technologies Randall Spratt Executive Vice President and Chief Information Officer of McKesson Directors and Executive Officers of Spirit Acquisition Corporation The following table sets forth the name and present principal occupation of each of the executive officers and directors of Spirit Acquisition Corporation. Unless otherwise indicated, the current business address of each of these individuals at Spirit Acquisition Corporation is One Post Street, San Francisco, CA 94104, and each of these individuals is a citizen of the United States of America. Name and Business or Home Position with Spirit Acquisition Address and Citizenship Corporation and Present Principal Occupation or Employment Kristina Veaco Member of the Board of Directors, Vice President and Secretary of Spirit Acquisition Corporation Assistant General Counsel and Assistant Secretary of McKesson Corporation Nicholas A. Loiacono Member of the Board of Directors, Vice President and Treasurer of Spirit Acquisition Corporation Vice President and Treasurer of McKesson Corporation Paul C. Julian President of Spirit Acquisition Corporation Executive Vice President, Group President of McKesson Corporation