

HERSHEY CO

Form 4

August 02, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIS GEORGE F

(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)

08/01/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP &amp; CIO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 08/01/2005                              |                                                             | M                                       | 2,800 A                                                                 | \$<br>29.25 2,800                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 08/01/2005                              |                                                             | S                                       | 2,800 D                                                                 | \$<br>62.75 0                                                                                                      | D                                                                    |                                         |
| Common<br>Stock                       | 08/01/2005                              |                                                             | M                                       | 2,355 A                                                                 | \$<br>29.25 2,355                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 08/01/2005                              |                                                             | S                                       | 2,355 D                                                                 | \$<br>62.81 0                                                                                                      | D                                                                    |                                         |
| Common<br>Stock                       | 08/01/2005                              |                                                             | M                                       | 800 A                                                                   | \$<br>29.25 800                                                                                                    | D                                                                    |                                         |

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|              |            |   |       |   |          |        |   |             |
|--------------|------------|---|-------|---|----------|--------|---|-------------|
| Common Stock | 08/01/2005 | S | 800   | D | \$ 62.82 | 0      | D |             |
| Common Stock | 08/01/2005 | M | 1,545 | A | \$ 29.25 | 1,545  | D |             |
| Common Stock | 08/01/2005 | S | 1,545 | D | \$ 62.83 | 0      | D |             |
| Common Stock | 08/01/2005 | M | 3,000 | A | \$ 29.25 | 3,000  | D |             |
| Common Stock | 08/01/2005 | S | 3,000 | D | \$ 62.84 | 0      | D |             |
| Common Stock | 08/01/2005 | M | 200   | A | \$ 29.25 | 200    | D |             |
| Common Stock | 08/01/2005 | S | 200   | D | \$ 62.91 | 0      | D |             |
| Common Stock | 08/01/2005 | M | 600   | A | \$ 29.25 | 600    | D |             |
| Common Stock | 08/01/2005 | S | 600   | D | \$ 62.91 | 0      | D |             |
| Common Stock |            |   |       |   |          | 665.85 | I | 401(k) Plan |

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

**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.**

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(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. 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 Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 29.25                                               | 08/01/2005                           |                                                    | M                              | 2,800                                                                                   | <u>(2)</u>                                               | 01/09/2011      | Common Stock                                                  | 2,800                      |

(1)

|                                                 |          |            |   |       |            |            |                 |       |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 2,355 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 2,355 |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

(1)

|                                                 |          |            |   |     |            |            |                 |     |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 800 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 800 |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|

(1)

|                                                 |          |            |   |       |            |            |                 |       |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 1,545 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 1,545 |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

(1)

|                                                 |          |            |   |       |            |            |                 |       |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 3,000 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 3,000 |
|-------------------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

(1)

|                                                 |          |            |   |     |            |            |                 |     |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 200 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 200 |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|

(1)

|                                                 |          |            |   |     |            |            |                 |     |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25 | 08/01/2005 | M | 600 | <u>(2)</u> | 01/09/2011 | Common<br>Stock | 600 |
|-------------------------------------------------|----------|------------|---|-----|------------|------------|-----------------|-----|

(1)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |          |       |
|------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                            | Director      | 10% Owner | Officer  | Other |
| DAVIS GEORGE F<br>100 CRYSTAL A DRIVE<br>HERSHEY, PA 17033 |               |           | VP & CIO |       |

## Signatures

|                |            |
|----------------|------------|
| George F Davis | 08/02/2005 |
|----------------|------------|

          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 5,650 options at an exercise price of \$58.50. The option grant was adjusted to reflect the 2-for-1 stock split on June 15, 2004.

(2)

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These options vested according to the following schedule: 25% vested on January 10, 2002; an additional 25% vested on January 10, 2003; an additional 25% vested on January 10, 2004; and the final 25% vested on January 10, 2005.

### Remarks:

The total amount of securities reported as indirectly owned by the reporting person in Column 5 of Table I (401(k) Plan) inclu

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

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