HERSHEY CO Form 4 April 20, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TACKA DAVID W			2. Issuer Name and Ticker or Trading Symbol HERSHEY CO [HSY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest	Γransaction	(Clied	ж ин иррпсион	•)	
100 CRYST	ΓAL A DRIVE		(Month/I 04/18/2	Day/Year) 2006		DirectorX Officer (give below)	e title Other below) VP, CAO		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mo	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by	1 0		
HERSHEY,	, PA 17033					Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acc	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transact	4. Securities Acquired ior(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	

(3)	(******)	1 abi	e I - Non-D	erivative	Secui	rities Acq	uirea, Disposea oi	, or Beneficial	ly Ownea
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	(Instr. 3,		` '	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock (1)	04/18/2006		M	250	A	\$ 0 (2)	16,381.1765	D	
Common Stock (1)	04/18/2006		D	125	D	\$ 50.04	16,256.1765 (3)	D	
Common Stock							4,986.072	I	401(k) Plan

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

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number.

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)	4. 5. Number Transaction of Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
			Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(2)	04/18/2006	M	250 (1)	(1)	<u>(1)</u>	Common Stock	250	\$ 0 9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Dimantan	100/ Oxxman	Officer	Othor			

Director 10% Owner Officer Other

Dalationchine

TACKA DAVID W 100 CRYSTAL A DRIVE HERSHEY, PA 17033

VP, CAO

Signatures

Tacka David W. 04/19/2006

**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).

Restricted Stock Units ("RSUs") granted on April 18, 2005, under the Key Employee Incentive Plan, of which 250 RSUs vested on April 18, 2006. The remaining unvested RSUs from that grant will vest according to the following schedule: 250 on April 18, 2007; 250 on April 18, 2008; and the final 250 on April 18, 2009. Once vested, RSUs may be: (1) settled in cash having a value equivalent to

- the closing price of Common Stock on the New York Stock Exchange on the day preceding the vesting date, in an equal number of shares of Common Stock, or in a combination of cash and Common Stock; or (2) deferred under the Company's Deferred Compensation Plan. RSUs deferred as phantom shares of Common Stock are payable only in shares of Common Stock at the end of the deferral period. The reporting person has elected to settle 125 RSUs for cash and defer payment of 125 shares underlying the RSU grant until 2011.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.

(3)

Reporting Owners 2

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The total amount of securities reported as directly owned by the reporting person in Column 5 of Table I includes the acquisition of 29.4679 shares on March 15, 2006 pursuant to the Company's Dividend Reinvestment Plan.

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. 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.