

HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL  
Form 4

May 03, 2019

**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 \*  
HERSHEY TRUST CO TRUSTEE  
IN TRUST FOR MILTON  
HERSHEY SCHOOL

(Last) (First) (Middle)

100 MANSION ROAD EAST, P O  
BOX 445

(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)  
05/01/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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>Code | 4. Securities Acquired (A) or<br>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.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|------------|---|--|--|---|
| Common<br>Stock,<br>\$1.00 par<br>value | 05/01/2019                              |   | S(1)       | 161,029 D   | \$<br>123.7382 3,639,762   | D  |   |
| Common<br>Stock,<br>\$1.00 par<br>value | 05/02/2019                              |   | S(1)       | 199,686 D   | \$<br>122.5655 3,440,076   | D  |   |
| Common<br>Stock,<br>\$1.00 par          |   |   |            |   | 102,330  | I (4)  | By<br>Hershey<br>Trust  |

value

Company

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|---|---|---|---|---|--|--------------------|---|----------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock,<br>\$1.00 par<br>value  | \$ 122.54<br>(6)  |   |   |   |   | (5)  | (5)                | Common<br>Stock,<br>\$1.00 par<br>value                             | 60,612,012                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HERSHEY TRUST CO TRUSTEE IN TRUST FOR MILTON HERSHEY  
SCHOOL  
100 MANSION ROAD EAST  
P O BOX 445  
HERSHEY, PA 17033

X

## Signatures

Matthew Jacolik 05/03/2019

\*\*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).

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- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 29, 2018. Accordingly, the reporting person had no discretion with regard to the timing of the transactions.  
  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$122.91 to \$125.16, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of The Hershey Company, or to The Hershey Company, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The price reported in Column 4 is a weighted average price. Ther shares were sold in multiple transactions at prices ranging from \$121.63 to \$125.23, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of The Hershey Company, or to The Hershey Company, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) Hershey Trust Company is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- (5) All shares of Class B common stock, \$1.00 par value, are convertible share-for-share into common stock, \$1.00 par value, at any time, and without payment other than for the fact of conversion. There is no expiration date.
- (6) Conversion price is the current market price (\$122.54 represents the closing price on 5/2/2019).

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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