

HERSHEY CO  
Form 5  
January 27, 2015

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

OMB  
Number: 3235-0362  
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2005  
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1. Name and Address of Reporting Person \*  
HERSHEY TRUST CO

(Last) (First) (Middle)

100 MANSION ROAD EAST, PO  
BOX 445

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
HERSHEY CO [HSY]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2014

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 Reporting

(check applicable line)

HERSHEY, PA 17033

\_\_X\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (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 | 12/06/2014                              | Â   | G <sup>(1)</sup>                        | 100 A \$ 0<br>(2)  | 12,513,821   | I  | By Milton<br>Hershey<br>School<br>Trust <sup>(3)</sup>            |
| Common<br>Stock,<br>\$1.00 par<br>value | Â                                       | Â   | Â                                       | Â Â Â  | 389,000  | D <sup>(4)</sup>   | Â   |

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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 2270  
(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) | 8.                               |
|---|---|---|---|---|---|--|---|----------------------------------|
|   |   |   |   |   | (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title   | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock,<br>\$1.00 par<br>value <sup>(5)</sup> | \$ 103.93<br><sup>(6)</sup>   | Â                                       | Â   | Â                                       | Â Â Â <sup>(5)</sup>  | Â <sup>(5)</sup>   | 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<br>100 MANSION ROAD EAST<br>PO BOX 445<br>HERSHEY, Â PA Â 17033 | Â             | Â X       | Â       | Â     |

## Signatures

Gayla M. Bush, VP Finance, Hershey Trust  
Company

01/27/2015

                     \*\*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) Received as a donation to the Milton Hershey School Trust
- (2) No compensation was given to the donor for the receipt of shares. Valuation price at the date of donation was \$99.605 (The average of the high and low market price on the day of donation).
- (3) The reporting person is the trustee of Milton Hershey School Trust.
- (4) The reporting person is wholly owned by the Milton Hershey School Trust.

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- (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 (\$103.93 represents the closing price on 12/31/2014).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.