

HERSHEY TRUST CO
Form 4
August 25, 2017

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

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)

100 MANSION ROAD EAST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2017

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HERSHEY, PA 17033

(City) (State) (Zip)

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)
Common Stock, \$1.00 par value	08/24/2017		S ⁽¹⁾	3,000,000 ⁽¹⁾	D \$ 106.01	9,753,521 I ⁽³⁾	By Milton Hershey School Trust
Common Stock, \$1.00 par value	08/24/2017		S ⁽²⁾	1,500,000 ⁽²⁾	D \$ 106.01	8,253,521 I ⁽³⁾	By Milton Hershey School Trust
Common Stock,						149,500 D ⁽³⁾	

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\$1.00 par
value

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

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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 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 of Number of Shares
Class B Common Stock, \$1.00 par value ⁽⁴⁾	\$ 105.52 ⁽⁵⁾					08/24/2017 ⁽⁴⁾ 12/31/2050 ⁽⁴⁾	Common Stock, \$1.00 par value 60,612,

Reporting Owners

Reporting Owner Name / Address	Relationships
Director 10% Owner Officer Other	
HERSHEY TRUST CO 100 MANSION ROAD EAST HERSHEY, PA 17033	X

Signatures

Eric Henry, CEO, Hershey Trust
Company 08/25/2017

__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) Shares sold by the Milton Hershey School Trust in an open market transaction.

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- (2) Shares sold by the Milton Hershey School Trust in a private sale to The Hershey Company.
- (3) The reporting person is wholly owned by the Milton Hershey School Trust and is trustee for the Milton Hershey School Trust.
- (4) 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.
- (5) Conversion price is the current market price (\$105.52 represents the closing price on 8/24/2017).

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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