

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

August 25, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
08/24/2017

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$1.00 par value | 08/24/2017 | | S(1) | (1) 3,000,000 D \$ 106.01 | 9,753,521 | D (3) | |
| Common Stock, \$1.00 par value | 08/24/2017 | | S(2) | (2) 1,500,000 D \$ 106.01 | 8,253,521 | D (3) | |
| Common Stock, \$1.00 par | | | | | 149,500 | I (3) | By Hershey 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 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) | Amount of Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|----------------------------|
| Class B Common Stock, \$1.00 par value ⁽⁴⁾ | \$ 105.52 ⁽⁵⁾ | | | Code V | (A) (D) | Date Exercisable: 08/24/2017 ⁽⁴⁾ Expiration Date: 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 TRUSTEE IN TRUST FOR MILTON HERSHEY SCHOOL
100 MANSION ROAD EAST
P O BOX 445
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.
- (2) Shares sold by the Milton Hershey School Trust in a private sale to The Hershey Company
- (3) Hershey Trust Company is wholly owned by 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.

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.