Alfonso Humberto P Form 4 May 05, 2009

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per

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

response... 0.5

2005

1(b).

Common

Stock (2)

05/01/2009

(Print or Type Responses)

1. Name and A Alfonso Hur	ddress of Reporting P mberto P	Symbol	r Name and Ticker or Trading [EY CO [HSY]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	Earliest Transaction	(Check all applicable)			
100 CRYST	'AL A DRIVE	(Month/Da) 05/01/20		Director 10% Owner Officer (give title Other (specify below) SVP CFO			
	(Street)		ndment, Date Original	6. Individual or Joint/Group Filing(Check			
HERSHEY,	PA 17033	Filed(Mon	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Table	e I - Non-Derivative Securities A	cquired, 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock				92.292 (1) I 401(k) Plan			

2,558

\$0

12,698

M

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

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D

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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)	Code	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0 (5)	05/01/2009	M	2,558	<u>(6)</u>	<u>(7)</u>	Common Stock	2,558	\$

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Alfonso Humberto P					

100 CRYSTAL A DRIVE HERSHEY, PA 17033

SVP CFO

Signatures

Humberto P. 05/04/2009

**Signature of Date
Reporting Person

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).
- The total amount of securities reported as indirectly owned by the reporting person includes 1.937 shares acquired from August 1, 2008 (1) through April 30, 2009, pursuant to the Company?s 401(k) Plan (?Plan?). The information is based on a report dated April 30, 2009, provided by the Plan Trustee.
- (2) Restricted Stock Units ("RSUs") converted to phantom stock units and deferred under the Company's Deferred Compensation Plan. The units are payable only in shares of Common Stock at the end of the deferral period.
- (3) Each deferred phantom stock unit is equivalent to one share of Common Stock of The Hershey Company.
 - RSUs awarded on May 1, 2007 of which 2,558 RSUs vested on May 1, 2009. The remaining 2,635 RSUs from that award will vest on May 1, 2010. 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 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 defer payment of the RSU award in phantom shares of Common Stock.

Reporting Owners 2

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- (5) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of The Hershey Company or its cash equivalent.
- (6) See Footnote (4) above.
- (7) See Footnote (4) above.

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.