

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

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

# Edgar Filing: HERSHEY TRUST CO - Form 4

\$1.00 par  
value

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock, \$1.00 par value <sup>(4)</sup>	\$ 105.52 <sup>(5)</sup>					08/24/2017 <sup>(4)</sup> 12/31/2050 <sup>(4)</sup>	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.

## Edgar Filing: HERSHEY TRUST CO - Form 4

- (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.

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.