

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>KELLY THOMAS J</b>  (Last) (First) (Middle) <b>1 MONSTER WAY</b>  (Street) <b>CORONA CA 92879</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Monster Beverage Corp [ MNST ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior VP - Monster Energy Co.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2016</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2016		M		1,500	A	(1)	18,651(2)	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$15.71(3)							(4)	03/14/2023	Common Stock	(5)	33,750(3)	D	
Employee Stock Option (right to buy)	\$23.35(6)							(7)	03/14/2024	Common Stock	(5)	30,000(6)	D	
Employee Stock Option (right to buy)	\$37.1(8)							(9)	12/01/2024	Common Stock	(5)	45,000(8)	D	
Employee Stock Option (right to buy)	\$45.16(10)							(11)	03/13/2025	Common Stock	(5)	36,000(10)	D	
Employee Stock Option (right to buy)	\$43.99(12)							(13)	03/14/2026	Common Stock	(5)	37,500(12)	D	
Employee Stock Option (right to buy)	\$43.64	12/01/2016		A		40,000		(14)	12/01/2026	Common Stock	40,000	\$0	40,000	D
Restricted Stock Units	(15)							(16)	(17)	Common Stock	(5)	4,500(18)	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(15)	12/01/2016		M			1,500	(19)	(17)	Common Stock	1,500	\$0	1,500 <sup>(20)</sup>	D	

**Explanation of Responses:**

1. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date. Accordingly, these restricted stock units were settled in shares of common stock.
2. On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 11,434 additional shares of common stock.
3. This employee stock option was previously reported as covering 11,250 shares of common stock at an exercise price of \$47.13 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
4. The options are currently vested with respect to 9,000 shares. The remaining options vest in two installments as follows: 11,250 shares on March 14, 2017; 13,500 shares on March 14, 2018.
5. No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
6. This employee stock option was previously reported as covering 10,000 shares of common stock at an exercise price of \$70.06 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
7. The options are currently vested with respect to 7,500 shares. The remaining options vest in three installments as follows: 6,000 shares on March 14, 2017; 7,500 shares on March 14, 2018; 9000 shares on March 14, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
8. This employee stock option was previously reported as covering 15,000 shares of common stock at an exercise price of \$111.30 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
9. The options are currently vested with respect to 4,500 shares. The remaining options vest in four installments as follows: 6,750 shares on December 1, 2016; 9,000 shares on December 1, 2017; 11,250 shares on December 1, 2018; 13,500 shares on December 1, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
10. This employee stock option was previously reported as covering 12,000 shares of common stock at an exercise price of \$135.48 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
11. The options are currently vested with respect to 7,200 shares. The remaining options vest in four equal installments on March 13, 2017, 2018, 2019 and 2020.
12. This employee stock option was previously reported as covering 12,500 shares of common stock at an exercise price of \$131.96 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
13. The options vest in five installments as follows: 3,750 shares on March 14, 2017; 5,625 shares on March 14, 2018; 7,500 shares on March 14, 2019; 9,375 shares on March 14, 2020; 11,250 shares on March 14, 2021.
14. Granted December 1, 2016 pursuant to the Company's 2011 Stock Option Plan (which is a Rule 16b-3(d)(1) plan) and Equity Grant Procedures. The options vest in five installments as follows: 4,000 shares on December 1, 2017; 6,000 shares on December 1, 2018; 8,000 shares on December 1, 2019; 10,000 shares on December 1, 2020; 12,000 shares on December 1, 2021.
15. The restricted stock units were granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date.
16. The remaining restricted stock units vest on June 1, 2017.
17. Not applicable.
18. These restricted stock units were previously reported as covering 1,500 shares of common stock, but were adjusted to reflect the stock split that occurred on November 9, 2016.
19. The remaining restricted stock units vest on December 1, 2017.
20. These restricted stock units were previously reported as covering 1,000 shares of common stock, but were adjusted to reflect the stock split that occurred on November 9, 2016.

Paul J. Dechary, attorney-in- 12/05/2016  
fact

\*\* Signature of Reporting Person      Date

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

\* 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).

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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