SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

OMB APPROVAL									
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Ir

1. Name and Address of Reporting Person [*] VIDERGAUZ MARK	2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp</u> [MNST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) 550 MONICA CIRCLE, SUITE 201	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2013	Officer (give title Other (specify below) below)
(Street) CORONA CA 92880 (City) (State) (Zip)	4. If Amendment, Date of 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

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/11/2013		М		12,600	Α	\$8.44	13,922	D	
Common Stock	03/11/2013		S		12,600	D	\$46.47(1)	1,322	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed 0) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/M	ate	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	Amount or Number of Shares				
Stock Option (right to buy)	\$8.44	03/11/2013		М			12,600	(2)	11/11/2015	Common Stock	38,400	\$0	6,600	D	
Stock Option (right to buy)	\$19.2							(2)	06/09/2020	Common Stock	4,334		4,334	D	
Stock Option (right to buy)	\$34.06							(2)	05/18/2021	Common Stock	2,590		2,590	D	
Restricted Stock Units	(3)							(4)	(5)	Common Stock	1,343		1,343	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$46.301 to \$46.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. The options are currently vested.

3. Each restricted stock unit represents either (i) a contingent right to receive one share of the Company's common stock or (ii) a cash amount equal to the number of shares received as of the vesting date.

4. The restricted stock units vest with respect to 100% of such restricted stock units on the last business day prior to the Company's 2013 annual shareholder meeting, provided that the reporting person continues as a director of the Company through such date.

5. N/A.

Remarks:

<u>Mark Vidergauz</u>

** Signature of Reporting Person

03/13/2013

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.

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 Number.