

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* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| <u>KELLY THOMAS J</u> | | | <u>Monster Beverage Corp [MNST]</u> | | | Director 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | X Officer (give title below) Other (specify below) | | |
| | | | <u>12/01/2015</u> | | | <u>Senior VP - Monster Energy Co.</u> | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| <u>CORONA CA 92879</u> | | | | | | X Form filed by One Reporting Person | | |
| (City) | (State) | (Zip) | | | | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/01/2015 | | M | | 500 | A | (1) | 500 | D | |
| Common Stock | 12/01/2015 | | M | | 8,000 | A | \$15.86 | 8,500 | D | |
| Common Stock | 12/01/2015 | | M | | 8,000 | A | \$18.07 | 16,500 | D | |
| Common Stock | 12/01/2015 | | M | | 8,000 | A | \$17.82 | 24,500 | D | |
| Common Stock | 12/01/2015 | | M | | 12,000 | A | \$26.26 | 36,500 | D | |
| Common Stock | 12/01/2015 | | M | | 3,750 | A | \$47.13 | 40,250 | D | |
| Common Stock | 12/01/2015 | | S | | 24,082 | D | \$157.979(2) | 16,168 | D | |
| Common Stock | 12/01/2015 | | S | | 1,951 | D | \$157.809(3) | 14,217 | 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 |
| Employee Stock Option (right to buy) | \$15.86 | 12/01/2015 | | M | | | 8,000 | (4) | 06/02/2018 | Common Stock | 8,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$18.07 | 12/01/2015 | | M | | | 8,000 | (4) | 06/01/2019 | Common Stock | 8,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$17.82 | 12/01/2015 | | M | | | 8,000 | (4) | 12/01/2019 | Common Stock | 8,000 | \$0 | 0 | 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 |
| Employee Stock Option (right to buy) | \$26.26 | 12/01/2015 | | M | | | 12,000 | (4) | 12/01/2020 | Common Stock | 12,000 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$47.13 | 12/01/2015 | | M | | | 3,750 | (5) | 03/14/2023 | Common Stock | 3,750 | \$0 | 11,250 | D | |
| Employee Stock Option (right to buy) | \$70.06 | | | | | | | (6) | 03/14/2024 | Common Stock | (7) | | 10,000 | D | |
| Employee Stock Option (right to buy) | \$111.3 | | | | | | | (8) | 12/01/2024 | Common Stock | (7) | | 15,000 | D | |
| Employee Stock Option (right to buy) | \$135.48 | | | | | | | (9) | 03/13/2025 | Common Stock | (7) | | 12,000 | D | |
| Restricted Stock Units | (10) | | | | | | | (11) | (12) | Common Stock | (7) | | 3,000 | D | |
| Restricted Stock Units | (10) | 12/01/2015 | | M | | | 500 | (13) | (12) | Common Stock | 500 | \$0 | 1,000 | D | |

Explanation of Responses:

- 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.
- This transaction was executed in multiple trades at prices ranging from \$157.82 to \$158.02. 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.
- This transaction was executed in multiple trades at prices ranging from \$157.61 to \$157.925. 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.
- The options are currently vested.
- The remaining options vest in three installments as follows: 3,000 shares on March 14, 2016; 3,750 shares on March 14, 2017; 4,500 shares on March 14, 2018.
- The options are currently vested with respect to 1,000 shares. The remaining options vest in four installments as follows: 1,500 shares on March 14, 2016; 2,000 shares on March 14, 2017; 2,500 shares on March 14, 2018; 3,000 shares on March 14, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
- No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
- The options are currently vested with respect to 1,500 shares. The remaining options vest in four installments as follows: 2,250 shares on December 1, 2016; 3,000 shares on December 1, 2017; 3,750 shares on December 1, 2018; 4,500 shares on December 1, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
- The options vest in five equal installments on March 13, 2016, 2017, 2018, 2019 and 2020.
- 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.
- The restricted stock units vest in two equal installments on June 1, 2016 and 2017.
- Not applicable.
- The remaining restricted stock units vest in two equal installments on December 1, 2016 and 2017.

Remarks:

Paul J. Dechary, attorney-in-fact 12/03/2015

** 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.

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.