SEC Form 4

 \Box

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

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										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol HANSEN NATURAL CORP [HANS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
SCHLOSBERG HILTON H				X	Director	10% Owner				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	x	Officer (give title below)	Other (specify below)				
C/O HANSEN NATURAL CORP			11/11/2004		Vice Chairman and President					
1010 RAILROAD ST										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica						
(Street)				Line)						
CORONA	CA	92882		X	Form filed by One Report	ing Person				
					Form filed by More than C Person	One Reporting				
(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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								1,791,667	I	By Brandon Limited Partnership No. 2 ⁽¹⁾	
Common Stock								456,097	D		
Common Stock	11/11/2004		S		7,650	D	\$31	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		6,731	D	\$31.04	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		13,188	D	\$31.05	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		7,300	D	\$31.06	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		227	D	\$31.07	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		16,150	D	\$31.09	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common Stock	11/11/2004		S		29,022	D	\$31.1	0	I	By Brandon Limited Partnership No. 1 ⁽¹⁾	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)			2. Trans Date (Month/I		Execution Date,			Code (Transaction D Code (Instr. 5		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported		Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and	n(s) d 4)			(
Common Stock		11/11	/2004	2004			s		200 1		\$31.11	0		I		By Brandon Limited Partnership No. 1 ⁽¹⁾		
Common	Common Stock		11/11	.1/2004			s		2,000	D	\$31.12	0]	r	By Brandon Limited Partnership No. 1 ⁽¹⁾		
Common	Common Stock			11/11						500	D	\$31.13	0]	ſ	By Brandon Limited Partnership No. 1 ⁽¹⁾	
Common	nmon Stock			11/11	11/11/2004						200	D	\$31.14	0		I		By Brandon Limited Partnership No. 1 ⁽¹⁾
Common	Common Stock			11/11	11/11/2004				s		300	D	\$31.15	0]	ſ	By Brandon Limited Partnership No. 1 ⁽¹⁾
Common	non Stock			11/11	11/11/2004				S		15,582	D	\$31.18	0		I I		By Brandon Limited Partnership No. 1 ⁽¹⁾
Common Stock		11/11/2004					S		7,950	D	\$31.23	3 390,822		I		By Brandon Limited Partnership No. 1 ⁽¹⁾		
			Table II	- Deriv	ative	Secu	uritie	s Ac	quired,	Dis	posed of,	or Ber	neficially	Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		ned	4. Transa Code (8)	ction	n of E		6. Date E Expiratio	6. Date Exercisable and Expiration Date (Month/Day/Year)		able and 7. Title and Amount of Securities		8. Price of Derivative Security (Instr. 5)	Derivative derivative Security Securities		10. Ownersl Form: Direct (E or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares					
Employee Stock Option (right to buy)	\$4.25								(2)		02/02/2009	Common Stock	100,000		100),000	D	
Employee Stock Option (right to buy)	\$3.57								(3)		07/12/2012	Common Stock	150,000		150,000		D	
Employee Stock Option (right to buy)	\$4.2								(4)		05/28/2013	Common Stock	150,000		150),000	D	

Explanation of Responses:

1. (1) The reporting person is one of the general partners of each Brandon Limited Partnership No.1 and Brandon Limited Partnership No.2.

2. (2) Immediately.

3. (3) The remaining options vest in two equal installments on July 12, 2005 and 2006.

4. (4) The options are currently vested with respect to 30,000 shares. The remaining options vest in four equal installments on January 1, 2005, 2006, 2007 and 2008.

11/15/2004

** 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.