

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

FORM 12b-25

NOTIFICATION OF LATE FILING

<i>(Check One):</i>	<input type="checkbox"/> Form 10-K	<input type="checkbox"/> Form 20-F	<input type="checkbox"/> Form 11-K	<input checked="" type="checkbox"/> Form 10-Q	<input type="checkbox"/> Form N-SAR
---------------------	------------------------------------	------------------------------------	------------------------------------	---	-------------------------------------

For Period Ended: September 30, 2006

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

---

**PART I -- REGISTRANT INFORMATION**

Hansen Natural Corporation

---

Full Name of Registrant

Former Name if Applicable

1010 Railroad Street

Address of Principal Executive Office (*Street and Number*)

Corona, California 92882

---

City, State and Zip Code

**PART II -- RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate) [ ]

	a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
	b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth; and
	c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III -- NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

On October 31, 2006, the Company disclosed the receipt of a letter from the Staff of the Pacific Regional Office of the Securities and Exchange Commission (the "SEC Letter") requesting that the Company voluntarily produce certain documents and information relating to the Company's filing of SEC Forms 4 and the Company's stock option grant practices from January 1, 1996, to the present. On November 6, 2006, the Company announced that it had appointed a special committee (the "Special Committee") to undertake a special investigation of certain option grants. The Special Committee has retained independent counsel to conduct the investigation. In light of these developments, the Company currently is not in a position to complete the preparation of the financial statements and certain related information required to be included in the Form 10-Q. The Company intends to file the Form 10-Q as soon as practicable after the completion of the investigation by the Special Committee. This will likely not occur until after the fifth calendar day following the prescribed due date of the Form 10-Q.

**PART IV-- OTHER INFORMATION**

- 1) Name and telephone number of person to contact in regard to this notification

Hilton H. Schlosberg

(Name)

(951)

(Area Code)

739 - 6200

(Telephone Number)

- 2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). [ X ]Yes [ ] No
- 3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? [ ]Yes [ ] No

Pending the conclusion of the investigation, the Company has determined to report selected financial information only for the third quarter and nine-months ended September 30, 2006 and 2005 respectively. Such information is set forth in a press release publicly disseminated by the Company today. At this time, because the Special Committee is still conducting its investigation, the Company is unable to determine if there will be any significant change in the results of operations from the corresponding period for the last fiscal year that will be reflected in the earnings statements to be included in the subject report.

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Hansen Natural Corporation  
 \_\_\_\_\_  
 (Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date <u>November 9,</u> <u>2006</u>	By <u>/s/ Hilton H.Schlosberg</u> Name: Hilton H. Schlosberg Title: Vice Chairman of the Board of Directors, President and Chief Financial Officer
--	--

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.