

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>SCHLOSBERG HILTON H</u> (Last) (First) (Middle) <u>MONSTER BEVERAGE CORPORATION</u> <u>550 MONICA CIRCLE, SUITE 201</u> (Street) <u>CORONA CA 92880</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp [MNST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/22/2012		S		163,377 ⁽¹⁾	D	\$70.34 ⁽²⁾	6,491,763	I	By Hilrod Holdings, L.P. ⁽⁷⁾
Common Stock	05/23/2012		S		20,000 ⁽¹⁾	D	\$70	6,471,763	I	By Hilrod Holdings, L.P. ⁽⁷⁾
Common Stock	05/24/2012		S		16,623 ⁽¹⁾	D	\$70.14 ⁽³⁾	6,455,140	I	By Hilrod Holdings, L.P. ⁽⁷⁾
Common Stock	05/24/2012		S		60,000 ⁽¹⁾	D	\$70.65 ⁽⁴⁾	1,415,732	I	By HRS Holdings, L.P. ⁽⁷⁾
Common Stock	05/24/2012		S		30,000 ⁽¹⁾	D	\$71.27 ⁽⁵⁾	482,196	I	By Hilrod Holdings IX, L.P. ⁽⁷⁾
Common Stock	05/24/2012		S		10,000 ⁽¹⁾	D	\$71.48 ⁽⁶⁾	92,332	I	By Hilrod Holdings X, L.P. ⁽⁷⁾
Common Stock								184,924	I	By Hilrod Holdings IV, L.P. ⁽⁷⁾
Common Stock								71,428	I	By Hilrod Holdings V, L.P. ⁽⁷⁾
Common Stock								257,900	I	By Hilrod Holdings VI, L.P. ⁽⁷⁾
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. ⁽⁷⁾
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. ⁽⁷⁾
Common Stock								186,636	I	By Hilrod Holdings XI, L.P. ⁽⁷⁾
Common Stock								170,356	I	By Hilrod Holdings XII, L.P. ⁽⁷⁾

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								1,981,856	I	By Brandon Limited Partnership No. 1 ⁽⁷⁾
Common Stock								9,815,648	I	By Brandon Limited Partnership No. 2 ⁽⁷⁾
Common Stock								30,068	I	By RCS 2008 GRAT #2 ⁽⁷⁾
Common Stock								200,000	I	By RCS Direct 2011 GRAT
Common Stock								896,352	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.2655							(8)	05/28/2013	Common Stock	2,400,000		752,928	D	
Employee Stock Option (right to buy)	\$3.294							(8)	03/23/2015	Common Stock	2,400,000		1,904,890	D	
Employee Stock Option (right to buy)	\$8.435							(8)	11/11/2015	Common Stock	1,200,000		960,000	D	
Employee Stock Option (right to buy)	\$15.86							(9)	06/02/2018	Common Stock	800,000		326,304	D	
Employee Stock Option (right to buy)	\$17.82							(10)	12/01/2019	Common Stock	500,000		300,000	D	
Restricted Stock Units	(11)							(12)	(13)	Common Stock	261,000		261,000	D	

Explanation of Responses:

- Sale of shares pursuant to a Rule 10b5-1 trading plan adopted May 17, 2012.
- This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.83. 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 \$70.00 to \$70.42. 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 \$70.02 to \$70.95. 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 \$71.00 to \$71.53. 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 \$71.20 to \$71.75. 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 reporting person is one of the general partners of each of Brandon Limited Partnership No. 1, Brandon Limited Partnership No. 2, HRS Holdings, L.P., Hilrod Holdings, L.P., Hilrod Holdings IV, L.P., Hilrod Holdings V, L.P., Hilrod Holdings VI, L.P., Hilrod Holdings VII, L.P., Hilrod Holdings VIII, L.P., Hilrod Holdings IX, L.P., Hilrod Holdings X, L.P., Hilrod Holdings XI, L.P., and Hilrod Holdings XII, L.P. The reporting person is the co-trustee of RCS 2008 GRAT #2.
- The options are currently vested.
- The options are currently vested with respect to 6,304 shares. The remaining options vest in two equal installments on June 2, 2012 and 2013.
- The remaining options vest in three equal installments on December 1, 2012, 2013 and 2014.

11. 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.

12. The restricted stock units vest in three equal installments on September 1, 2012, 2013 and 2014.

13. Not applicable.

Remarks:

Hilton H. Schlosberg

05/24/2012

** 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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