

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	
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1. Name and Address of Reporting Person* <b>KELLY THOMAS J</b>			2. Issuer Name and Ticker or Trading Symbol <b>Monster Beverage Corp [ MNST ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior VP - Monster Energy Co.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
550 MONICA CIRCLE, SUITE 201			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>CORONA CA 92880</b>								
(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. 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								5,628 <sup>(1)</sup>	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					
Employee Stock Option (right to buy)	\$15.86 <sup>(2)</sup>							(3)	06/02/2018	Common Stock	40,000 <sup>(2)</sup>	16,000 <sup>(2)</sup>	D	
Employee Stock Option (right to buy)	\$18.07 <sup>(4)</sup>							(5)	06/01/2019	Common Stock	20,000 <sup>(4)</sup>	12,000 <sup>(4)</sup>	D	
Employee Stock Option (right to buy)	\$17.82 <sup>(6)</sup>							(7)	12/01/2019	Common Stock	20,000 <sup>(6)</sup>	16,000 <sup>(6)</sup>	D	
Employee Stock Option (right to buy)	\$26.26 <sup>(8)</sup>							(9)	12/01/2020	Common Stock	20,000 <sup>(8)</sup>	20,000 <sup>(8)</sup>	D	
Restricted Stock Units	(10)							(11)	(12)	Common Stock	2,500 <sup>(13)</sup>	2,500 <sup>(13)</sup>	D	
Restricted Stock Units	(10)	06/01/2012		A		3,000		(14)	(12)	Common Stock	3,000	\$0	3,000	D

Explanation of Responses:

- On February 15, 2012, the common stock of Monster Beverage Corporation split 2-for-1, resulting in the reporting person's ownership of 2,814 additional shares of common stock.
- This stock option was previously reported as covering 20,000 shares of common stock at an exercise price of \$31.72 per share, but was adjusted to reflect the stock split that occurred on February 15, 2012.
- The options are currently vested with respect to 8,000 shares. The remaining options vest on June 2, 2013.
- This stock option was previously reported as covering 10,000 shares of common stock at an exercise price of \$36.13 per share, but was adjusted to reflect the stock split that occurred on February 15, 2012.
- The options are currently vested with respect to 4,000 shares. The remaining options vest in two equal installments on June 1, 2013 and 2014.
- This stock option was previously reported as covering 10,000 shares of common stock at an exercise price of \$35.64 per share, but was adjusted to reflect the stock split that occurred on February 15, 2012.
- The options are currently vested with respect to 4,000 shares. The remaining options vest in three equal installments on December 1, 2012, 2013 and 2014.
- This stock option was previously reported as covering 10,000 shares of common stock at an exercise price of \$52.51 per share, but was adjusted to reflect the stock split that occurred on February 15, 2012.
- The options are currently vested with respect to 4,000 shares. The remaining options vest in four equal installments on December 1, 2012, 2013, 2014 and 2015.
- The restricted stock units were granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. Each restricted stock unit represented 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 September 1, 2012 and 2013.
- Not applicable.
- These restricted stock units were previously reported as covering 1,250 shares of common stock, but were adjusted to reflect the stock split that occurred on February 15, 2012.
- The restricted stock units vest in two equal installments on June 1, 2016 and 2017.

**Remarks:**

Thomas J. Kelly

06/05/2012

\*\* 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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