

**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 *<br><u>SACKS RODNEY C</u><br><br>(Last) (First) (Middle)<br><u>C/O HANSEN NATURAL CORP</u><br><u>1010 RAILROAD ST</u><br><br>(Street)<br><u>CORONA CA 92882</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HANSEN NATURAL CORP [ HANS ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/19/2006</u>              |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 06/19/2006                           |  | D                              |   | 380,000 <sup>(2)</sup>  | D          | (8)   | 2,003,334   | I  | By Brandon Limited Partnership No. 2 <sup>(1)</sup>   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 135,000   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,220,000   | I  | By Hilrod Holdings, L.P. <sup>(1)</sup>               |
| Common Stock                    |                                      |  |                                |   |   |            |       | 250,000   | I  | By HRS Holdings, L.P. <sup>(1)</sup>                  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 326,730   | I  | By Brandon Limited Partnership No. 1 <sup>(1)</sup>   |

**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)       | \$2.125  |                                      |  |                                |   |  |     | (3)  | 02/02/2009      | Common Stock  | 200,000                                    | 145,000  | D   |  |
| Employee Stock Option (right to buy)       | \$1.785  |                                      |  |                                |   |  |     | (4)  | 07/12/2012      | Common Stock  | 300,000                                    | 136,022  | D   |  |
| Employee Stock Option (right to buy)       | \$2.1  |                                      |  |                                |   |  |     | (5)  | 05/28/2013      | Common Stock  | 300,000                                    | 263,978  | 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)       | \$26.25  |                                      |  |                                |   |  |     | (6)  | 03/23/2015      | Common Stock  | 300,000                    |  | 300,000  | D   |  |
| Employee Stock Option (right to buy)       | \$67.48  |                                      |  |                                |   |  |     | (7)  | 11/11/2015      | Common Stock  | 150,000                    |  | 150,000  | D   |  |

**Explanation of Responses:**

- The reporting person is one of the general partners of each Brandon Limited Partnership No. 1 and Brandon Limited Partnership No. 2., HRS Holdings, L.P. and Hilrod Holdings L.P.
- The shares of common stock listed in column 4 of table 1 represent shares which are held of record by Brandon Limited Partnership No. 2. Such shares were distributed to certain limited partners in accordance with the terms of the partnership agreement.
- Immediately.
- The options are currently vested with respect to 56,022 shares. The remaining options vest on July 12, 2006.
- The options are currently vested with respect to 143,978 shares. The remaining options vest in two equal installments on January 1, 2007 and 2008.
- The options are currently vested with respect to 60,000 shares. The remaining options vest in four equal installments on March 23, 2007, 2008, 2009 and 2010.
- The options vest in five equal installments on November 11, 2006, 2007, 2008, 2009 and 2010.
- N/A.

Rodney C. Sacks

06/20/2006

\*\* 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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