

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>SACKS RODNEY C</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) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 <sup>(1)</sup>	12/30/2011		G <sup>(2)</sup>		200,000	D	\$0	902,244	D	
Common Stock								6,655,140	I	By Hilrod Holdings, L.P. <sup>(3)</sup>
Common Stock								1,475,732	I	By HRS Holdings, L.P. <sup>(3)</sup>
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. <sup>(3)</sup>
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. <sup>(3)</sup>
Common Stock								512,196	I	By Hilrod Holdings IX, L.P. <sup>(3)</sup>
Common Stock								102,332	I	By Hilrod Holdings X, L.P. <sup>(3)</sup>
Common Stock								186,636	I	By Hilrod Holdings XI, L.P. <sup>(3)</sup>
Common Stock								108,308	I	By RCS 2009 GRAT #2 <sup>(3)(4)</sup>
Common Stock								56,020	I	By RCS Direct 2010 GRAT <sup>(3)(5)</sup>
Common Stock								16,160	I	By RCS Direct 2010 GRAT #2 <sup>(3)(6)</sup>
Common Stock								1,981,856	I	By Brandon Limited Partnership No. 1 <sup>(3)</sup>

**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								9,815,648	I	By Brandon Limited Partnership No. 2 <sup>(3)</sup>
Common Stock								184,924	I	By Hilrod Holdings IV, L.P. <sup>(3)</sup>
Common Stock								71,428	I	By Hilrod Holdings V, L.P. <sup>(3)</sup>
Common Stock								257,900	I	By Hilrod Holdings VI, L.P. <sup>(3)</sup>
Common Stock								170,356	I	By Hilrod Holdings XII, L.P. <sup>(3)</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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.2655	03/22/2012		G <sup>(7)</sup>	V		967,720	(8)	05/28/2013	Common Stock	2,400,000	\$0	752,928	D	
Employee Stock Option (right to buy)	\$3.294	03/22/2012		G <sup>(7)</sup>	V		295,110	(8)	03/23/2015	Common Stock	2,400,000	\$0	1,904,890	D	
Employee Stock Option (right to buy)	\$8.435	03/22/2012		G <sup>(7)</sup>	V		240,000	(8)	11/11/2015	Common Stock	1,200,000	\$0	960,000	D	
Employee Stock Option (right to buy)	\$15.86	03/22/2012		G <sup>(7)</sup>	V		473,696	(9)	06/02/2018	Common Stock	800,000	\$0	326,304	D	
Employee Stock Option (right to buy)	\$17.82	03/22/2012		G <sup>(7)</sup>	V		200,000	(10)	12/01/2019	Common Stock	500,000	\$0	300,000	D	
Restricted Stock Units	(11)							(12)	(13)	Common Stock	261,000		261,000	D	

**Explanation of Responses:**

- The only transactions reported in this Form 4 relate to gifts made by the reporting person to grantor retained annuity trusts.
- Reflects the assignment of shares to a grantor retained annuity trust of which the reporting person is not the beneficial owner.
- 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 trustee of each of RCS 2009 GRAT #2, RCS Direct 2010 GRAT and RCS Direct 2010 GRAT #2.
- The name of this grantor retained annuity trust has changed for reporting purposes from RCS 2009 GRAT to RCS 2009 GRAT #2.
- The name of this grantor retained annuity trust has changed for reporting purposes from RCS Direct GRAT to RCS Direct 2010 GRAT.
- The name of this grantor retained annuity trust has changed for reporting purposes from RCS Direct GRAT #2 to RCS Direct 2010 GRAT #2.
- Reflects the assignment of options to a grantor retained annuity trust of which the reporting person is not the beneficial owner.
- The options are currently vested.
- 473,696 vested options were assigned by the reporting person to a grantor retained annuity trust with an independent trustee. Options with respect to 6,304 shares are currently vested with the reporting person. The remaining options vest in two equal installments on June 2, 2012 and 2013.
- 200,000 vested options were assigned by the reporting person to a grantor retained annuity trust with an independent trustee. The remaining options vest in three equal installments on December 1, 2012, 2013 and 2014.
- 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.
- The restricted stock units vest in three equal installments on September 1, 2012, 2013 and 2014.
- Not applicable.

**Remarks:**

Rodney C. Sacks

04/24/2012

\*\* 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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