

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>KELLY THOMAS J</u><br><br>(Last) (First) (Middle)<br><u>HANSEN NATURAL CORP.</u><br><u>550 MONICA CIRCLE, SUITE 201</u><br><br>(Street)<br><u>CORONA CA 92880</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>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP - Hansen Beverage Company</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/04/2008</u>              |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           |   |

**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                    | 09/04/2008                           |  | M                              |   | 16,000  | A          | \$0.4463 | 16,000  | 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 |
| Employee Stock Option (right to buy)       | \$0.4463   | 09/04/2008                           |  | M                              |   |  | 16,000 | (1)  | 07/12/2012      | Common Stock  | 80,000                                     | \$0.4463   | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$1.4825   |                                      |  |                                |   |  |        | (2)  | 01/15/2014      | Common Stock  | 200,000                                    |  | 80,000  | D  |       |
| Employee Stock Option (right to buy)       | \$16.87  |                                      |  |                                |   |  |        | (3)  | 11/11/2015      | Common Stock  | 8,000                                      |  | 8,000   | D  |       |
| Employee Stock Option (right to buy)       | \$31.72  |                                      |  |                                |   |  |        | (4)  | 06/02/2018      | Common Stock  | 20,000                                     |  | 20,000  | D  |       |

**Explanation of Responses:**

- The options are currently vested.
- The options are currently vested with respect to 40,000 shares. The remaining options vest on January 15, 2009.
- The options are currently vested with respect to 3,200 shares. The remaining options vest in three equal installments on November 11, 2008, 2009 and 2010.
- The options vest in five equal installments on June 2, 2009, 2010, 2011, 2012 and 2013.

Thomas J. Kelly

09/05/2008

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.