

**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 *<br><u>KELLY THOMAS J</u><br>_____<br>(Last) (First) (Middle)<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 Co</u> |  |  |
|                                                                                                                                                                                                                               |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/01/2010</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>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                    |                                      |                                                    |                                |   |                                                                   |            |       | 15,185                                                                                        | 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)       | \$16.87                                                |                                      |                                                    |                                |   |                                                                                        |     | (1)                                                      | 11/11/2015      | Common Stock                                                                      | 8,000                                      | 1,600                                                                                              | D                                                         |                                                        |
| Employee Stock Option (right to buy)       | \$31.72                                                |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 06/02/2018      | Common Stock                                                                      | 20,000                                     | 12,000                                                                                             | D                                                         |                                                        |
| Employee Stock Option (right to buy)       | \$36.13                                                |                                      |                                                    |                                |   |                                                                                        |     | (3)                                                      | 06/01/2019      | Common Stock                                                                      | 10,000                                     | 8,000                                                                                              | D                                                         |                                                        |
| Employee Stock Option (right to buy)       | \$35.64                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 12/01/2019      | Common Stock                                                                      | 10,000                                     | 10,000                                                                                             | D                                                         |                                                        |
| Employee Stock Option (right to buy)       | \$52.51                                                | 12/01/2010                           |                                                    | A                              |   | 10,000                                                                                 |     | (5)                                                      | 12/01/2020      | Common Stock                                                                      | 10,000                                     | \$0                                                                                                | 10,000                                                    | D                                                      |

**Explanation of Responses:**

- The remaining options vest on November 11, 2011.
- The remaining options vest in three equal installments on June 2, 2011, 2012 and 2013.
- The remaining options vest in four equal installments on June 1, 2011, 2012, 2013 and 2014.
- The options are currently vested with respect to 2,000 shares. The remaining options vest in four equal installments on December 1, 2011, 2012, 2013 and 2014.
- Granted December 1, 2010 pursuant to the Company's 2001 Stock Option Plan (which is a Rule 16b-3(d)(1) plan) and Equity Grant Procedures. The options vest in five equal installments on December 1, 2011, 2012, 2013, 2014 and 2015.

**Remarks:**

Thomas J. Kelly 12/02/2010

\*\* 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.

