

**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
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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) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2012</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	06/12/2012		S		110,000	D	\$75.3 <sup>(1)</sup>	6,345,140	I	By Hilrod Holdings, L.P. <sup>(3)</sup>
Common Stock	06/13/2012		S		40,000	D	\$75.27 <sup>(2)</sup>	6,305,140	I	By Hilrod Holdings, L.P. <sup>(3)</sup>
Common Stock								1,415,732	I	By HRS Holdings, L.P. <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								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								482,196	I	By Hilrod Holdings IX, L.P. <sup>(3)</sup>
Common Stock								92,332	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								170,356	I	By Hilrod Holdings XII, L.P. <sup>(3)</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								108,308	I	By RCS 2009 GRAT #2 <sup>(3)</sup>
Common Stock								56,020	I	By RCS Direct 2010 GRAT <sup>(3)</sup>
Common Stock								16,160	I	By RCS Direct 2010 GRAT #2 <sup>(3)</sup>
Common Stock								902,244	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)	\$0.2655							(4)	05/28/2013	Common Stock	2,400,000	752,928	D	
Employee Stock Option (right to buy)	\$3.294							(4)	03/23/2015	Common Stock	2,400,000	1,904,890	D	
Employee Stock Option (right to buy)	\$8.435							(4)	11/11/2015	Common Stock	1,200,000	960,000	D	
Employee Stock Option (right to buy)	\$15.86							(5)	06/02/2018	Common Stock	800,000	326,304	D	
Employee Stock Option (right to buy)	\$17.82							(6)	12/01/2009	Common Stock	500,000	300,000	D	
Restricted Stock Units	(7)							(8)	(9)	Common Stock	261,000	261,000	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.58. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.60. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 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 options are currently vested.
- The options are currently vested with respect to 166,304 shares. The remaining options vest on June 2, 2013.
- 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:**

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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