

**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>MONSTER BEVERAGE CORPORATION</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>Monster Beverage Corp [ MNST ]</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>05/22/2012</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                    | 05/22/2012                           |  | S                              |   | 163,377 <sup>(1)</sup>  | D          | \$70.34 <sup>(2)</sup> | 6,491,763   | I  | By Hilrod Holdings, L.P. <sup>(7)</sup>               |
| Common Stock                    | 05/23/2012                           |  | S                              |   | 20,000 <sup>(1)</sup>   | D          | \$70                   | 6,471,763   | I  | By Hilrod Holdings, L.P. <sup>(7)</sup>               |
| Common Stock                    | 05/24/2012                           |  | S                              |   | 16,623 <sup>(1)</sup>   | D          | \$70.14 <sup>(3)</sup> | 6,455,140   | I  | By Hilrod Holdings, L.P. <sup>(7)</sup>               |
| Common Stock                    | 05/24/2012                           |  | S                              |   | 60,000 <sup>(1)</sup>   | D          | \$70.65 <sup>(4)</sup> | 1,415,732   | I  | By HRS Holdings, L.P. <sup>(7)</sup>                  |
| Common Stock                    | 05/24/2012                           |  | S                              |   | 30,000 <sup>(1)</sup>   | D          | \$71.27 <sup>(5)</sup> | 482,196   | I  | By Hilrod Holdings IX, L.P. <sup>(7)</sup>            |
| Common Stock                    | 05/24/2012                           |  | S                              |   | 10,000 <sup>(1)</sup>   | D          | \$71.48 <sup>(6)</sup> | 92,332  | I  | By Hilrod Holdings X, L.P. <sup>(7)</sup>             |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 184,924   | I  | By Hilrod Holdings IV, L.P. <sup>(7)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 71,428  | I  | By Hilrod Holdings V, L.P. <sup>(7)</sup>             |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 257,900   | I  | By Hilrod Holdings VI, L.P. <sup>(7)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 40,072  | I  | By Hilrod Holdings VII, L.P. <sup>(7)</sup>           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 189,528   | I  | By Hilrod Holdings VIII, L.P. <sup>(7)</sup>          |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 186,636   | I  | By Hilrod Holdings XI, L.P. <sup>(7)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 170,356   | I  | By Hilrod Holdings XII, L.P. <sup>(7)</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                    |                                      |  |                                |   |   |            |       | 108,308   | I  | By RCS 2009 GRAT #2 <sup>(7)</sup>                    |
| Common Stock                    |                                      |  |                                |   |   |            |       | 56,020  | I  | By RCS Direct 2010 GRAT <sup>(7)</sup>                |
| Common Stock                    |                                      |  |                                |   |   |            |       | 16,160  | I  | By RCS Direct 2010 GRAT #2 <sup>(7)</sup>             |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,981,856   | I  | By Brandon Limited Partnership No. 1 <sup>(7)</sup>   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 9,815,648   | I  | By Brandon Limited Partnership No. 2 <sup>(7)</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 | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$0.2655   |                                      |  |                                |   |  |     | (8)  | 05/28/2013      | Common Stock  | 2,400,000                  |  | 752,928  | D   |  |
| Employee Stock Option (right to buy)       | \$3.294  |                                      |  |                                |   |  |     | (8)  | 03/23/2015      | Common Stock  | 2,400,000                  |  | 1,904,890  | D   |  |
| Employee Stock Option (right to buy)       | \$8.435  |                                      |  |                                |   |  |     | (8)  | 11/11/2015      | Common Stock  | 1,200,000                  |  | 960,000  | D   |  |
| Employee Stock Option (right to buy)       | \$15.86  |                                      |  |                                |   |  |     | (9)  | 06/02/2018      | Common Stock  | 800,000                    |  | 326,304  | D   |  |
| Employee Stock Option (right to buy)       | \$17.82  |                                      |  |                                |   |  |     | (10)   | 12/01/2019      | Common Stock  | 500,000                    |  | 300,000  | D   |  |
| Restricted Stock Units                     | (11)   |                                      |  |                                |   |  |     | (12)   | (13)            | Common Stock  | 261,000                    |  | 261,000  | D   |  |

**Explanation of Responses:**

- Sale of shares pursuant to a Rule 10b5-1 trading plan adopted May 17, 2012.
- This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.83. 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 \$70.00 to \$70.42. 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 \$70.02 to \$70.95. 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 \$71.00 to \$71.53. 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 \$71.20 to \$71.75. 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.

7. 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.

8. The options are currently vested.

9. The options are currently vested with respect to 6,304 shares. The remaining options vest in two equal installments on June 2, 2012 and 2013.

10. The remaining options vest in three equal installments on December 1, 2012, 2013 and 2014.

11. 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.

12. The restricted stock units vest in three equal installments on September 1, 2012, 2013 and 2014.

13. Not applicable.

**Remarks:**

Rodney C. Sacks

05/24/2012

\*\* 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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