

**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>KELLY THOMAS J</u>  (Last) (First) (Middle) 1 MONSTER WAY  (Street) CORONA CA 92879  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP - Monster Energy Co.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2015</u>	
		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			

**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)	\$15.86							(1)	06/02/2018	Common Stock	40,000		8,000	D	
Employee Stock Option (right to buy)	\$18.07							(1)	06/01/2019	Common Stock	20,000		8,000	D	
Employee Stock Option (right to buy)	\$17.82							(1)	12/01/2019	Common Stock	20,000		8,000	D	
Employee Stock Option (right to buy)	\$26.26							(2)	12/01/2020	Common Stock	20,000		12,000	D	
Employee Stock Option (right to buy)	\$47.13							(3)	03/14/2023	Common Stock	15,000		15,000	D	
Employee Stock Option (right to buy)	\$70.06							(4)	03/14/2024	Common Stock	10,000		10,000	D	
Employee Stock Option (right to buy)	\$111.3							(5)	12/01/2024	Common Stock	15,000		15,000	D	
Employee Stock Option (right to buy)	\$135.48	03/13/2015		A		12,000		(6)	03/13/2025	Common Stock	12,000	\$0	12,000	D	
Restricted Stock Units	(7)							(8)	(10)	Common Stock	3,000		3,000	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
Restricted Stock Units	(7)							(9)	(10)	Common Stock	1,500		1,500	D	

**Explanation of Responses:**

- The options are currently vested.
- The options are current vested with respect to 8,000 shares. The remaining options vest on December 1, 2015.
- The options are currently vested with respect to 3,750 shares. The remaining options vest in three installments as follows: 3,000 shares on March 14, 2016; 3,750 shares on March 14, 2017; 4,500 shares on March 14, 2018.
- The options are currently vested with respect to 1,000 shares. The remaining options vest in four installments as follows: 1,500 shares on March 14, 2016; 2,000 shares on March 14, 2017; 2,500 shares on March 14, 2018; 3,000 shares on March 14, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
- The options vest in five installments as follows: 1,500 shares on December 1, 2015; 2,250 shares on December 1, 2016; 3,000 shares on December 1, 2017; 3,750 shares on December 1, 2018; 4,500 shares on December 1, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
- Granted March 13, 2015 pursuant to the Company's 2011 Stock Option Plan (which is a Rule 16b-3(d)(1) plan) and Equity Grant Procedures. The options vest in five equal installments on March 13, 2016, 2017, 2018, 2019 and 2020.
- The restricted stock units were granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. Each restricted stock unit represented a contingent right to receive one share of the Company's common stock as of the vesting date.
- The restricted stock units vest in two equal installments on June 1, 2016 and 2017.
- The restricted stock units vest in three equal installments on December 1, 2015, 2016 and 2017.
- Not applicable.

**Remarks:**

Thomas J. Kelly

03/17/2015

\*\* 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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