

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* <u>HALL MARK J</u>			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>President-Monster Beverage Div</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2014</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			
<u>1 MONSTER WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>CORONA</u>	<u>CA</u>	<u>92879</u>						
(City)	(State)	(Zip)							

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	09/01/2014		M		5,000	A	(1)	263,936	D	
Common Stock	09/02/2014		M		80,000	A	\$17.82	343,936	D	
Common Stock	09/02/2014		M		20,000	A	\$26.26	363,936	D	
Common Stock	09/02/2014		M		10,000	A	\$47.13	373,936	D	
Common Stock	09/02/2014		S		105,588	D	\$90.153(2)	268,348	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)	\$17.82	09/02/2014		M		80,000		(3)	12/01/2019	Common Stock	400,000	\$0	80,000	D	
Employee Stock Option (right to buy)	\$26.26	09/02/2014		M		20,000		(4)	12/01/2020	Common Stock	100,000	\$0	40,000	D	
Employee Stock Option (right to buy)	\$47.13	09/02/2014		M		10,000		(5)	03/14/2023	Common Stock	100,000	\$0	90,000	D	
Employee Stock Option (right to buy)	\$70.06							(6)	03/14/2024	Common Stock	30,000		30,000	D	
Restricted Stock Units	(7)	09/01/2014		M		5,000		(8)	(9)	Common Stock	25,000	\$0	10,000	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date. Accordingly, these restricted stock units were settled in shares of common stock.
- This transaction was executed in multiple trades at prices ranging from \$90.00 to \$90.78. 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 remaining options vest on December 1, 2014.
- The remaining options vest in two equal installments on December 1, 2014 and 2015.
- The remaining options vest in four installments as follows: 15,000 shares on March 14, 2015; 20,000 shares on March 14, 2016; 25,000 shares on March 14, 2017; 30,000 shares on March 14, 2018.
- The options vest in five installments as follows: 3,000 shares on March 14, 2015; 4,500 shares on March 14, 2016; 6,000 shares on March 14, 2017; 7,500 shares on March 14, 2018; 9,000 shares on March 14, 2019. The options will become exercisable on the one year anniversary from the date on which they vested.
- The restricted stock was 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 remaining restricted stock units vest in two equal installments on September 1, 2015 and 2016.

9. Not applicable.

Remarks:

Mark J. Hall

09/03/2014

** 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.