

**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> <hr/> (Last) (First) (Middle) 550 MONICA CIRCLE, SUITE 201 <hr/> (Street) CORONA CA 92880 <hr/> (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>09/01/2012</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/01/2012		M		1,250	A	(1)	10,554	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)	\$15.86							(2)	06/02/2018	Common Stock	40,000	8,000	D	
Employee Stock Option (right to buy)	\$18.07							(3)	06/01/2019	Common Stock	20,000	8,000	D	
Employee Stock Option (right to buy)	\$17.82							(4)	12/01/2019	Common Stock	20,000	12,000	D	
Employee Stock Option (right to buy)	\$26.26							(5)	12/01/2020	Common Stock	20,000	16,000	D	
Restricted Stock Units	(6)	09/01/2012		M		1,250		(7)	(8)	Common Stock	2,500	(1)	1,250	D
Restricted Stock Units	(6)							(9)	(8)	Common Stock	3,000		3,000	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.
- The remaining options vest on June 2, 2013.
- The remaining options vest in two equal installments on June 1, 2013 and 2014.
- The remaining options vest in three equal installments on December 1, 2012, 2013 and 2014.
- The remaining options vest in four equal installments on December 1, 2012, 2013, 2014 and 2015.
- 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 remaining restricted stock units vest on September 1, 2013.
- Not applicable.
- The restricted stock units vest in two equal installments on June 1, 2016 and 2017.

**Remarks:**

Thomas J. Kelly

09/05/2012

\*\* 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.

**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.**