

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCHLOSBERG HILTON H</u>  (Last) (First) (Middle) <u>HANSEN NATURAL CORP,</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>HANSEN NATURAL CORP [ HANS ]</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>Vice Chairman and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/07/2010		S		8,800	D	\$42 <sup>(1)</sup>	42,740	I	By Hilrod Holdings VII, L.P. <sup>(7)</sup> <sup>(9)</sup>
Common Stock	07/07/2010		S		3,500	A	\$42.05 <sup>(2)</sup>	177,126	I	By Hilrod Holdings VIII, L.P. <sup>(7)</sup>
Common Stock	07/08/2010		S		23,100	D	\$42.09 <sup>(3)</sup>	154,026	I	By Hilrod Holdings VIII, L.P. <sup>(7)</sup>
Common Stock	07/08/2010		S		151,800	D	\$42.01 <sup>(4)</sup>	105,696	I	By Hilrod Holdings III, L.P. <sup>(7)</sup>
Common Stock	07/08/2010		S		28,200	D	\$42.06 <sup>(5)</sup>	96,014	I	By Hilrod Holdings V, L.P. <sup>(7)</sup>
Common Stock	07/09/2010		S		84,600	D	\$42.27 <sup>(6)</sup>	21,096	I	By Hilrod Holdings III, L.P. <sup>(7)</sup>
Common Stock								1,080,008	I	By Brandon Limited Partnership No. 1 <sup>(7)</sup>
Common Stock								8,013,336	I	By Brandon Limited Partnership No. 2 <sup>(7)</sup>
Common Stock								800,000	I	By HRS Holdings, L.P. <sup>(7)</sup>
Common Stock								4,080,000	I	By Hilrod Holdings, L.P. <sup>(7)</sup>
Common Stock								121,894	I	By Hilrod Holdings II, L.P. <sup>(7)</sup>
Common Stock								192,462	I	By Hilrod Holdings IV, L.P. <sup>(7)(9)</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								265,720	I	By Hilrod Holdings VI, L.P. <sup>(7)</sup>
Common Stock								347,602	I	By Hilrod Holdings IX, L.P. <sup>(8)(9)</sup>
Common Stock								66,408	I	By Hilrod Holdings X, L.P. <sup>(8)(9)</sup>
Common Stock								4,795 <sup>(10)</sup>	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)	\$0.446							(11)	07/12/2012	Common Stock	1,200,000		448,176	D	
Employee Stock Option (right to buy)	\$0.531							(11)	05/28/2013	Common Stock	1,200,000		860,324	D	
Employee Stock Option (right to buy)	\$6.588							(11)	03/23/2015	Common Stock	1,200,000		1,100,000	D	
Employee Stock Option (right to buy)	\$16.87							(12)	11/11/2015	Common Stock	600,000		600,000	D	
Employee Stock Option (right to buy)	\$31.72							(13)	06/02/2018	Common Stock	400,000		400,000	D	
Employee Stock Option (right to buy)	\$35.64							(14)	12/01/2019	Common Stock	250,000		250,000	D	

**Explanation of Responses:**

- The sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings VII, L.P. effective as of June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.00 to \$42.02. 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 sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings VIII, L.P. effective as of June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.03 to \$42.07. 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 sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings VIII, L.P. effective as of June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.04 to \$42.14. 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 sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings III, L.P. effective as of June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.00 to \$42.13. 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 sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings V, L.P. effective as of June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.05 to \$42.08. 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 sales reported in this Form 4 represent all the share authorized to be sold pursuant to a Rule 10b-5(1) sales plan adopted by Hilrod Holdings III, L.P. effective June 11, 2010. This transaction was executed in multiple trades at prices ranging from \$42.00 to \$42.59. 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 and Brandon Limited Partnership No. 2, HRS Holdings, L.P. and Hilrod Holdings L.P., Hilrod Holdings II L.P., Hilrod Holdings III, L.P., Hilrod Holdings IV, L.P., Hilrod Holdings V, L.P., Hilrod Holdings VI, L.P., Hilrod Holdings VII, L.P. and Hilrod Holdings VIII, L.P.
- The reporting person is one of the general partners of each of the following new limited partnerships, Hilrod Holdings IX, L.P. and Hilrod Holdings X, L.P.
- Reflects the distribution of shares as the proceeds of an in-kind annuity payment from existing grantor retained annuity trusts. A portion of those shares were transferred to the new limited partnerships, which contributed their interests to new grantor retained annuity trusts. The remaining shares received from the in-kind annuity payments are directly beneficially owned by the reporting person.
- The reporting person previously reported indirect beneficial ownership on an aggregate basis of the shares held by the limited partnerships. As a result of the in-kind annuity distributions, the total amount of shares directly and indirectly owned have been reduced by 169,006 shares.
- The options are currently vested.
- The options are currently vested with respect to 480,000 shares. The remaining options vest on November 11, 2010.

13. The options are currently vested with respect to 160,000 shares. The remaining options vest in three equal installments on June 2, 2011, 2012 and 2013.

14. The options vest in five equal installments on December 1, 2010, 2011, 2012, 2013 and 2014.

**Remarks:**

Hilton H. Schlosberg

07/09/2010

\*\* 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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