

**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>HALL MARK J</u>  (Last) (First) (Middle) HANSEN NATURAL CORP. 550 MONICA CIRCLE, SUITE 201  (Street) CORONA CA 92880  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President -DSD Hansen Beverage</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	12/01/2008		S		92,613 <sup>(6)</sup>	D	\$27.77 <sup>(6)</sup>	182,115	D	
Common Stock	12/01/2008		S		15,387 <sup>(7)</sup>	D	\$28.52 <sup>(7)</sup>	166,728	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)	\$1.0188							(1)	01/15/2014	Common Stock	480,000	96,000	D	
Employee Stock Option (right to buy)	\$6.5875							(2)	03/23/2015	Common Stock	800,000	479,672	D	
Employee Stock Option (right to buy)	\$10.9475							(3)	09/28/2015	Common Stock	100,000	80,000	D	
Employee Stock Option (right to buy)	\$16.87							(4)	11/11/2015	Common Stock	100,000	80,000	D	
Employee Stock Option (right to buy)	\$31.72							(5)	06/02/2018	Common Stock	300,000	300,000	D	

**Explanation of Responses:**

- The remaining options vest on January 15, 2009.
- The options are currently vested with respect to 159,672 shares. The remaining options vest in two equal installments on March 23, 2009 and 2010.
- The options are currently vested with respect to 40,000 shares. The remaining options vest in two equal installments on September 28, 2009 and 2010.
- The options are currently vested with respect to 40,000 shares. The remaining options vest in two equal installments on November 11, 2009 and 2010.
- The options vest in five equal installments on June 2, 2009, 2010, 2011, 2012 and 2013.
- This transaction was executed in multiple trades at prices ranging from \$27.32 to \$28.31. 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 \$28.32 to \$28.84. 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.

Mark J. Hall

12/02/2008

\*\* Signature of Reporting Person

Date

\* 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.**