EDGAR Online

HANSEN NATURAL CORP

Reported by

VIDERGAUZ MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/20/11 for the Period Ending 05/18/11

Address	550 MONICA CIRCLE, SUITE 201 CORONA, CA 92880
Telephone	909-739-6200
CIK	0000865752
Symbol	HANS
SIC Code	2086 - Bottled and Canned Soft Drinks and Carbonated Waters
Industry	Beverages (Non-Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	12/07

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2011, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
VIDERGAUZ MARK	**HANSEN NATURAL CORP [HANS]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **550 MONICA CIRCLE, SUITE 201**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/18/2011**	
(Street) **CORONA, CA 92880** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**5/18/2011**		**M**		**1172**	**A**	(1)	**1172**	**D**	
Common Stock	**5/18/2011**		**D**		**1172**	**D**	**$68.11**	**0**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Stock Option (right to buy)	**$16.87**							(2)	**11/11/2015**	**Common Stock**	**19200**		**9600**	**D**	
Stock Option (right to buy)	**$38.40**							(2)	**6/9/2020**	**Common Stock**	**2167**		**2167**	**D**	
Restricted Stock Units	(1)	**5/18/2011**		**M**			**1172**	**5/18/2011**	**5/18/2011**	**Common Stock**	**1172**	(1)	**0**	**D**	
Stock Option (right to buy)	**$68.11**	**5/18/2011**		**A**		**1295**		(3)	**5/18/2021**	**Common Stock**	**1295**	**$0**	**1295**	**D**	
Restricted Stock Units	(4)	**5/18/2011**		**A**		**661**		(5)	(6)	**Common Stock**	**661**	**$0**	**661**	**D**	

Explanation of Responses:

(1) Each restricted stock unit represented either (i) a contingent right to receive one share of the Company's common stock or (ii) a cash amount equal to the number of shares received as of the vesting date. The reporting person settled restricted stock units in cash.

(2) The options are currently vested.

(3) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been

granted options one day prior to the Company's annual shareholder meeting. The number of options granted is equal to $45,000, calculated using the Black-Scholes valuation methodology on the date of grant. Options become fully vested on the last business day prior to the Company's 2012 annual shareholder meeting, provided that the reporting person continues as a director of the Company through such date.

(4) Each restricted stock unit represents either (i) a contingent right to receive one share of the Company's common stock or (ii) a cash amount equal to the number of shares received as of the vesting date.

(5) The restricted stock units vest with respect to 100% of such restricted stock units on the last business day prior to the Company's 2012 annual shareholder meeting, provided that the reporting person continues as a director of the Company through such date.

(6) N/A.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIDERGAUZ MARK **550 MONICA CIRCLE, SUITE 201** **CORONA, CA 92880**	**X**			

Signatures

Mark Vidergauz **5/19/2011**

** 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 control number.