NATURES SUNSHINE PRODUCTS INC
Form 4
September 23, 2014

FORM 4

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

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(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGHES EUGENE L

(Last) (First) (Middle)

2500 WEST EXECUTIVE PARKWAY, SUITE 100

(Street)

LEHI, UT 84043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATURES SUNSHINE PRODUCTS INC [NATR]

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
_____ Officer (give title below)
__X__ Other (specify below)
Spouse

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	09/19/2014		A		1,009 (1)	A	$ 0	21,073 (2)	I	Spouse (3)
Common Stock	08/20/2014		G	V	850 (4)	D	$ 0	863,805	I	Trusts
Common Stock	08/20/2014		G	V	850 (4)	D	$ 0	862,955	I	Trusts
Common Stock	09/08/2014		G	V	29,040 (4)	D	$ 0	833,915	I	Trusts
Common Stock	09/08/2014		G	V	32,645 (4)	D	$ 0	801,270	I	Trusts

Common Stock	09/08/2014		G	V	665 (4)	D	$ 0	800,605	I	Trusts
Common Stock	09/08/2014		G	V	665 (4)	D	$ 0	799,940	I	Trusts
Common Stock	09/08/2014		G	V	665 (4)	D	$ 0	799,275	I	Trusts
Common Stock								79,352	I	401(k) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES EUGENE L 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI, UT 84043				Spouse
HUGHES KRISTINE F 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI, UT 84043	X			

Signatures

/s/ Steve Bunker as attorney-in-fact for Eugene L. Hughes	09/19/2014
**Signature of Reporting Person	Date
/s/ Steve Bunker as attorney-in-fact for Kristine F. Hughes	09/19/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) These shares are in the form of restricted stock units issued pursuant to a special dividend declared by the Issuer on 09/19/2014. Each restricted stock unit represents the right to receive one share of NATR common stock.

(2) 4,098 of these are restricted stock units that vest in monthly installments from the initial grant date of 05/07/2014 thru 05/07/2015.

(3) Represents shares which are directly beneficially owned by Kristine F. Hughes and indirectly beneficially owned by Mrs. Hughes' spouse, Eugene L. Hughes.

(4) Gift to trust outside of reporting person's control.

(5) Represents shares allocated to Mr. Hughes' 401(k) plan account, which is indirectly beneficially owned by Eugene L. Hughes and his spouse, Kristine F. Hughes.

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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