

NATURES SUNSHINE PRODUCTS INC  
 Form 4  
 January 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 NOACK PAUL

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2500 WEST EXECUTIVE PARKWAY, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/15/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, China & New Markets

LEHI, UT 84043  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				Code	V	Amount (A) or (D)	Price		
Common Stock	01/15/2015		A	(1)	37,500	A	\$ 0	37,500	D
Common Stock	01/15/2015		A	(2)	7,000	A	\$ 0	44,500	D

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 14.89	01/14/2015 <sup>(3)</sup>		A	100,000	<sup>(4)</sup> 10/13/2024	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOACK PAUL 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI, UT 84043			President, China & New Markets	

## Signatures

Stephen M. Bunker as attorney-in-fact for Paul Noack  
Date: 01/16/2015

\_\_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) Shares issued pursuant to a special incentive grant in the form of restricted stock units, each restricted stock unit represents the right to receive one share of NATR common stock. These shares will vest in three equal annual installments beginning on January 15, 2016.
- (2) Shares issued pursuant to a long-term incentive grant in the form of restricted stock units, each restricted stock unit represents the right to receive one share of NATR common stock. These shares will vest in three equal annual installments beginning on January 15, 2016.
- (3) This option grant was approved by Nature's Sunshine Products' Board of Directors on December 4, 2014, subject to shareholder approval of an amendment to the 2012 Stock Incentive Plan under which the option was granted. The shareholders approved the amendment to the 2012 Stock Incentive Plan on January 14, 2015.
- (4) This option vests in four equal annual installments upon the completion of each year of the reporting person's employment beginning on October 13, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.