

NATURES SUNSHINE PRODUCTS INC
 Form 4
 September 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	09/19/2014		A	V	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

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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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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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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