

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

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)  
 09/19/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Spouse

LEHI, UT 84043

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

(City) (State) (Zip)

**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<br>(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<br>(4)   | D  | \$ 0  | 833,915    | I | Trusts     |
| Common Stock                    | 09/08/2014                           |  | G                              | V   | 32,645<br>(4)   | D  | \$ 0  | 801,270    | I | Trusts     |

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

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

**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.**

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>2500 WEST EXECUTIVE PARKWAY, SUITE 100<br>LEHI, UT 84043   |               |           | Spouse        |
| HUGHES KRISTINE F<br>2500 WEST EXECUTIVE PARKWAY, SUITE 100<br>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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