

NATURES SUNSHINE PRODUCTS INC
 Form 4
 August 29, 2013

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 *
 Jarvis Jamon

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)
 75 EAST 1700 SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/27/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Gen Counsel, Sec, CCO

PROVO, UT 84606
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/27/2013 | | M | 4,100 A \$ 9.87 | 4,100 | D | |
| Common Stock | 08/27/2013 | | S | 4,100 D \$ 17.8054 (1) | 0 | D | |
| Common Stock | 08/28/2013 | | M | 23 A \$ 9.87 | 23 | D | |
| Common Stock | 08/28/2013 | | S | 23 D \$ 17.8 | 0 | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 9.87 ⁽²⁾ | 08/27/2013 | | M | 4,100 | ⁽³⁾ 01/03/2021 | Common Stock | 4,100 |
| Employee Stock Option (Right to Buy) | \$ 9.87 ⁽²⁾ | 08/28/2013 | | M | 23 | ⁽³⁾ 01/03/2021 | Common Stock | 23 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jarvis Jamon 75 EAST 1700 SOUTH PROVO, UT 84606 | | | EVP, Gen Counsel, Sec, CCO | |

Signatures

/s/ Jamon Jarvis 08/29/2013
 **Signature of Date
 Reporting Person

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).

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(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.80 to \$17.8981, inclusive. The reporting person undertakes to provide Nature's Sunshine Products, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(2) On August 8, 2013, the Issuer declared a one-time cash dividend of \$1.50 per share to shareholders of record as of August 19, 2013, to be paid on August 29, 2013. As a result, pursuant to anti-dilution provisions of the Issuer's stock incentive plans, the exercise price of all outstanding options were reduced by \$1.50.

(3) On May 10, 2010, the reporting person was granted an option to purchase 42,000 shares of common stock. The option vests in three equal installments based on satisfaction of certain performance criteria. The performance criteria for two-thirds of the options were determined to have been met on 3/1/12, resulting in vesting of the option with respect to 28,000 shares. The remainder of the option vested with respect to 14,000 shares on 8/21/12 when the performance criteria for the final one-third of the options were determined to have been met.

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.