

NATURES SUNSHINE PRODUCTS INC
 Form 5
 February 14, 2006

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

NATURES SUNSHINE PRODUCTS, 75 EAST 1700 SOUTH

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PROVO, UT 84606

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/13/2005 | ^ | G ⁽¹⁾ | 1,261 D \$ 0 | 1,283,056 | I ⁽²⁾ | By trusts |
| Common Stock | 12/29/2005 | ^ | G ⁽¹⁾ | 12,884 D \$ 0 | 1,270,172 | I ⁽²⁾ | By trusts |
| Common Stock | 12/29/2005 | ^ | G ⁽¹⁾ | 12,862 D \$ 0 | 1,257,310 | I ⁽²⁾ | By trusts |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUGHES EUGENE L NATURES SUNSHINE PRODUCTS 75 EAST 1700 SOUTH PROVO, UT 84606 | â X | â X | â | â |
| HUGHES KRISTINE F NATURES SUNSHINE PRODUCTS 75 EAST 1700 SOUTH PROVO, UT 84606 | â X | â X | â | â |

Signatures

/s/Eugene L.
Hughes

02/10/2006

**Signature of
Reporting Person

Date

/s/Kristine F.
Hughes

02/10/2006

**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).

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- (1) Represents a gift by a revocable family trust for the benefit of the reporting persons and their children, of which the reporting persons are trustees.

- Represents shares held by revocable family trusts for the benefit of the reporting persons and their children, of which the reporting persons are trustees. Kristine F. Hughes and Eugene L. Hughes are also the indirect beneficial owners of 97,560 shares allocated to Mr. Hughes' 401(k) plan account. In addition, Mr. Hughes is the direct beneficial owner, and Mr. Hughes' spouse, Kristine F. Hughes, is the indirect beneficial owner, of 16,335 shares.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.