Brower Nathan G Form 4 February 15, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

See Instruction

1. Name and Address of Reporting Person * Brower Nathan G

(First)

(Street)

(State)

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

NATURES SUNSHINE PRODUCTS INC [NATR]

2. Issuer Name and Ticker or Trading

(Check all applicable)

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

Director 10% Owner X_ Officer (give title Other (specify

2500 WEST EXECUTIVE PARKWAY #100

4. If Amendment, Date Original

below) EVP, General Counsel

02/12/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LEHI, UT 84043

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

D

Reported Transaction(s) (Instr. 3 and 4)

or Price Code V Amount (D)

Common 02/12/2018 Shares

5,000 \$0 A (1)

 $14,014 \stackrel{(2)}{=}$

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

(A)

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SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brower Nathan G 2500 WEST EXECUTIVE PARKWAY #100 LEHI, UT 84043

EVP, General Counsel

Signatures

Nathan Brower 02/15/2018

**Signature of 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).
- These shares are in the form of restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. These RSUs vest in three equal annual installments beginning on February 12, 2019.
- Due to a clerical error, a prior Form 4 for the Reporting Person set forth an incorrect number of shares directly owned by the Reporting (2) Person. This Form 4 corrects the error and presents the correct number of shares directly owned by the Reporting Person. No intervening events have occurred to impact the number of shares directly owned.

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.

Reporting Owners 2