

HUGHES KRISTINE F
Form 4
August 24, 2005

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 KRISTINE F

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PROVO, UT 84606

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/22/2005 | | M | | 1,267 | A | \$ 7.75 |
| | | | | | 1,267 | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Common Stock | 08/22/2005 | | S | | 1,267 | D | \$ 21.16 |
| | | | | | 0 | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Common Stock | 08/23/2005 | | M | | 18,733 | A | \$ 7.75 |
| | | | | | 18,733 | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Common Stock | 08/23/2005 | | S | | 8,733 | D | \$ 21.16 |
| | | | | | 10,000 | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | 08/23/2005 | | S | | 10,000 | D | 0 |
| | | | | | 0 | | |
| | | | | | | | |
| | | | | | | | |

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Common Stock \$ 21.24

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option - Right to buy | \$ 7.75 | 08/22/2005 | | M | 1,267 | 10/19/2002 10/19/2005 | Common Stock | 1,267 |
| Option - Right to buy | \$ 7.75 | 08/23/2005 | | M | 18,733 | 10/19/2002 10/19/2005 | Common Stock | 18,733 |

Reporting Owners

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

Signatures

/s/Kristine F. Hughes
08/24/2005
Date

__Signature of
Reporting Person

/s/Eugene L.
Hughes

08/24/2005

__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).

- Kristine F. Hughes and Eugene L. Hughes are the indirect beneficial owners of 1,284,317 shares held by the 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 101,568 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.
- (1) Owned directly by Kristine F. Hughes and indirectly by Eugene L. Hughes, Mrs. Hughes' spouse.
- (2) Owned directly by Kristine F. Hughes and indirectly by Eugene L. Hughes, Mrs. Hughes' spouse.

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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