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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

NATURE'S SUNSHIE PRODUCTS, INC.

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

639027101

(CUSIP Number)

Mr. Thomas W. Smith
323 Railroad Avenue
Greenwich, CT 06830
203-661-1200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 21, 1996

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 639027101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas W. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00 (Funds of Managed Accounts), PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)
Required Pursuant to Items 2(d) or 2(E)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER
NUMBER OF
SHARES 310,500

8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON 1,312,245

9 SOLE DISPOSITIVE POWER
310,500

10 SHARED DISPOSITIVE POWER
1,312,245

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,622,745

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 639027101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas N. Tryforos

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00 (Funds of Managed Accounts), PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)
Required Pursuant to Items 2(d) or 2(E)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6,022	
	8	SHARED VOTING POWER
	1,312,245	
	9	SOLE DISPOSITIVE POWER
	6,022	
	10	SHARED DISPOSITIVE POWER
	1,312,245	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,318,267

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Items 3, 4, 5 and 7 are hereby amended as set forth below.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

[Item 3 is hereby amended so that, as amended, it shall read in its entirety as follows:]

An aggregate of \$31,079,471.55 of the funds of the Managed Accounts (as hereinafter defined), \$4,140,715.97 of the personal funds of Mr. Smith, and \$132,940.83 of the personal funds of Mr. Tryforos were used to purchase the shares reported herein.

ITEM 4. PURPOSE OF TRANSACTION.

[Item 4 is hereby amended so that, as amended, it shall read in its entirety as follows:]

As set forth in Item 5, Mr. Smith beneficially owns 1,422,745 shares of Common Stock in his capacity as investment manager for certain managed accounts (the "Managed Accounts"), and Mr. Tryforos beneficially owns 1,312,245 shares in his capacity as investment manager for four of the Managed Accounts. In addition, Mr. Smith owns 200,000 shares of Common Stock for his own account and Mr. Tryforos owns 6,022 shares of Common Stock for his own account (the "Personal Shares"). The Managed Accounts consist of three private investment limited partnerships of which each of the Reporting Persons is a general partner, an employee profit-sharing plan of a corporation of which Mr. Smith is the sole stockholder (for which the two Reporting Persons are trustees), a private investment general

partnership of which Mr. Smith is a general partner, and certain family members and trusts for the benefit of certain family members of Mr. Smith. Each of the Reporting Persons has acquired beneficial ownership of the Managed Accounts' Shares for the purpose of achieving the investment policies of the Managed Accounts; and Mr. Smith and Mr. Tryforos have acquired their respective Personal Shares for investment purposes. Depending upon market conditions, evaluation of alternative investments, and such other factors as he may consider relevant, each of the Reporting Persons may purchase or sell shares of Common Stock for the Managed Accounts or other managed accounts or for his own account if appropriate opportunities to do so are available, on such terms and

at such times as such Reporting Person considers desirable. Subject to the foregoing, neither of the Reporting Persons has any present plans or proposals which relate to or would result in any of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

[Item 5 is hereby amended so that, as amended, it shall read in its entirety as follows:]

(a) The aggregate number and percentage (based upon information included in the Form 10-Q filed by the issuer for the quarter ended September 30, 1996 that 18,977,889 shares of Common Stock were outstanding as of October 31, 1996) of shares of Common Stock beneficially owned by each of the Reporting Persons is as follows: Mr.

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Smith -- 1,622,745 shares (8.5%); Mr. Tryforos -- 1,318,267 shares (6.9%). All of such shares are held in the Managed Accounts, except for Personal Shares.

(b) Mr. Smith has the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 310,500 shares of Common Stock. Mr. Tryforos has the sole power with respect to 6,022 shares of Common Stock. Each of the Reporting Persons has shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of 1,312,245 shares of Common Stock.

(c) Since the date of the most recent filing on Schedule 13D, the Reporting Persons purchased an aggregate of 237,522 shares of Common Stock on behalf of the Managed Accounts in open market transactions on the over-the-counter market as follows:

<TABLE>
<CAPTION>

DATE OF PURCHASE	NUMBER OF SHARES PURCHASED	PRICE PER SHARE
- - - - -	- - - - -	- - - - -
<S>	<C>	<C>
11/18/96	18,000	\$19.7500
11/18/96	106,300	\$19.4968
11/19/96	3,600	\$19.2289
11/19/96	200	\$18.5000
11/20/96	4,000	\$21.0000

In addition, Mr. Smith purchased the following:

DATE OF PURCHASE	NUMBER OF SHARES PURCHASED	PRICE PER SHARE
- - - - -	- - - - -	- - - - -
<S>	<C>	<C>
11/15/96	1,500	\$20.4587
11/18/96	50,000	\$19.7500
11/19/96	4,500	\$20.5000
11/19/96	6,600	\$19.2289
11/20/96	15,000	\$21.1667
11/21/96	9,000	\$21.9583
11/21/96	13,400	\$22.0877

(d) The Managed Accounts have the right to receive dividends from, and the proceeds from the sale of, the Managed Accounts' Shares.

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(e) Not Applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

[Item 7 is hereby amended so that, as amended, its shall read in its entirety as follows:]

1. Agreement relating to the joint filing of Statement on Schedule 13D dated November 18, 1996 as required by Rule 13d-1(f).

2. Agreement relating to the joint filing of Amendment No.1 to Schedule 13D dated November 25, 1996 as required by Rule 13d-1(f).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 25, 1996

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

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EXHIBIT INDEX

DOCUMENT -----	SEQUENTIALLY NUMBERED PAGE -----
1. Agreement relating to the joint filing of Statement on Schedule 13D dated November 18, 1996 as required by Rule 13d-1(f).	*
2. Agreement relating to the joint filing of Amendment No.1 to Schedule 13D dated November 25, 1996 as required by Rule 13d-1(f).	10

*Previously filed

EXHIBIT 2

JOINT FILING AGREEMENT

The undersigned agree that the foregoing Amendment No.1 to Schedule 13D, dated November 25, 1996 is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(f).

Dated: November 25, 1996

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos