

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

<TABLE>	
<S>	<C>
/ / Preliminary Proxy Statement	/ / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
/X/ Definitive Proxy Statement	
/ / Definitive Additional Materials	
/ / Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12	
</TABLE>	

Nature's Sunshine Products, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), or 14a-6(i)(1), or 14a-6(i)(2)
or Item 22(a)(2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

NATURE'S SUNSHINE PRODUCTS, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 15, 1995

To the Shareholders:

Notice is hereby given that the 1995 Annual Meeting of Shareholders of Nature's Sunshine Products, Inc. ("the Company") will be held at the Company's corporate offices at 75 East 1700 South, Provo, Utah 84606, on Monday, May 15, 1995, at 10:00 a.m., local time, for the following purposes:

1. To elect one director, to serve a term of three years, and until his successor is elected and shall qualify; and
2. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on April 3, 1995 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting of Shareholders, and only shareholders of record at such date will be so entitled to notice and to vote.

YOUR VOTE IS IMPORTANT. PLEASE SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING. YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON SHOULD YOU DECIDE TO ATTEND THE MEETING.

By Order of the Board of Directors,

/s/ BRENT F. ASHWORTH

Brent F. Ashworth, Secretary

Provo, Utah
April 7, 1995

PLEASE FILL IN, DATE, SIGN, AND RETURN THE ENCLOSED PROXY WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. A PROXY IS REVOCABLE AT ANY TIME PRIOR TO THE VOTING OF THE PROXY, BY WRITTEN NOTICE TO THE SECRETARY OF THE COMPANY OR BY VOTING IN PERSON AT THE MEETING.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
OF
NATURE'S SUNSHINE PRODUCTS, INC.

GENERAL

This Proxy Statement is furnished in connection with the solicitation of Proxies by the Board of Directors of Nature's Sunshine Products, Inc. ("the Company") for the Annual Meeting of Shareholders of the Company to be held on May 15, 1995. The Shareholders of the Company will consider and vote upon the proposals described herein and referred to in the Notice of the Meeting accompanying this Proxy Statement.

The close of business on April 3, 1995, has been fixed as the record date for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting. On such date there were 12,158,166 shares of Common Stock outstanding and entitled to vote. Each share of Common Stock is entitled to one vote on each matter to be considered at the meeting. For a description of the principal holders of such stock, see "PRINCIPAL HOLDERS OF COMMON STOCK" below.

Shares represented by Proxies will be voted in accordance with the specifications made thereon by the shareholders. Any Proxy not specifying the contrary will be voted in favor of the Board of Directors' nominee for director of the Company.

The Proxies being solicited by the Board of Directors may be revoked by any shareholder giving the Proxy at any time prior to the Annual Meeting by giving notice of such revocation to the Company, in writing, at the address of the Company provided below. The Proxy may also be revoked by any shareholder giving such Proxy who appears in person at the Annual Meeting and advises the Chairperson of the Meeting of his intent to revoke the Proxy.

The principal executive offices of the Company are located at 75 East 1700 South, Provo, Utah 84606. This Proxy Statement and the enclosed Proxy are being furnished to shareholders on or about April 13, 1995.

PRINCIPAL HOLDERS OF COMMON STOCK

The following table sets forth information as of March 15, 1995, with respect to the beneficial ownership of the Company's Common Stock by the principal shareholders, all directors, and all officers and directors of the Company as a group.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER	NUMBER OF SHARES BENEFICIALLY OWNED (1)	PERCENT OF CLASS (2)
<S>	<C>	<C>
Pauline T. Hughes..... 311 East Canal Road Salem, UT 84653	1,545,025 (3)	12.7%
Kristine F. Hughes..... Eugene L. Hughes 75 East 1700 South Provo, UT 84606	1,050,890 (4)	8.6%
Alan D. Kennedy..... 75 East 1700 South Provo, UT 84606	277,009 (5)	2.2%
Merrill Gappmayer..... 1855 South Alta Vista Drive Orem, UT 84057	63,208 (6)	.5%
All officers and directors as a group (14 persons).....	3,423,430 (7)	26.9%

</TABLE>

- (1) Except as otherwise indicated, all shares are directly owned with voting and investment power held by the person named.
- (2) Percentage includes, where applicable, shares subject to presently exercisable options.
- (3) Includes 1,405,948 shares held by Pauline Hughes in trust for the benefit of herself and her children, 88,000 shares held by a family limited partnership and 51,077 shares subject to presently exercisable options.
- (4) Includes 935,141 shares held by Kristine and Eugene Hughes as trustees for the benefit of themselves and their children, 51,179 shares allocated to Mr. Hughes' account in a 401(k) Plan and 64,570 shares subject to presently exercisable options.
- (5) Includes 9,860 shares allocated to Alan Kennedy's account in a 401(k) Plan and 205,626 shares subject to presently exercisable options.
- (6) Includes 440 shares held by a minor child and 51,077 shares subject to presently exercisable options.
- (7) Includes 166,620 shares allocated to officers in the 401(k) Plan and 576,985 shares subject to presently exercisable options.

PROPOSAL NO. 1 -- ELECTION OF DIRECTORS

In accordance with the By-Laws of the Company, the Board of Directors has fixed its number at five members. The incumbent directors were elected for staggered terms at the last three annual meetings.

Under the Company's Restated Articles of Incorporation, directors are divided into three classes, each class to consist, as nearly as may be possible, of one-third of the number of directors then constituting the entire Board of Directors. Each year one class of directors is elected, each director to serve a term of three years.

At the Annual Meeting, one director, Eugene L. Hughes, will stand for election to serve three years and thereafter until his successor is elected and shall qualify.

In the absence of instructions to the contrary, the persons named in the Proxy will vote the Proxies for the election of the nominee listed below, unless otherwise specified in the Proxy. The Board of Directors has no reason to believe that the nominee will be unable to serve, but if the nominee should become unable to serve, the Proxies will be voted for such other person as the Board of Directors shall recommend.

Certain information concerning the nominee to the Board of Directors, and directors whose terms will continue after the Annual Meeting is set forth below.

<TABLE>
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NAME OF NOMINEE	AGE	COMPANY POSITION HELD	SERVED AS DIRECTOR SINCE	CLASS AND YEAR TERM WILL EXPIRE
NOMINEES				
Eugene L. Hughes.....	64	Senior Vice President and Director	1980	Class II 1998 (if re-elected)
DIRECTORS WHOSE TERMS ARE CONTINUING				
Kristine F. Hughes.....	56	Chairperson of the Board and Director	1980	Class III 1996
Alan D. Kennedy.....	64	President, Chief Executive Officer and Director	1989	Class III 1996
Merrill Gappmayer.....	53	Director	1980	Class I 1997
Pauline T. Hughes.....	53	Director	1988	Class I 1997

COMPENSATION OF DIRECTORS

Board members who are also employees of the Company do not receive any directors fees. The Company pays its non-employee Board members directors' fees ranging from \$34,832 to \$39,326 per year, as well as the cost of health and life insurance coverage. The Company does not pay any fees for attendance at committee meetings. Under the 1993 Stock Option Plan, each non-employee director of the Company annually receives an option to purchase 22,000 shares of the Company's Common Stock at an exercise price equal to the fair market value on the date of grant.

BOARD AND COMMITTEE MEETINGS AND ATTENDANCE

There were ten meetings of the Board of Directors held during the last fiscal year. All of the directors attended at least 75 percent of the meetings.

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The Board of Directors has a Compensation Committee which consists of Merrill Gappmayer, Kristine F. Hughes and Pauline T. Hughes. The Compensation Committee recommends to the Board of Directors the compensation to be paid to the Company's officers and other key employees. There were nine meetings of the Compensation Committee during the last fiscal year.

The Board of Directors also has an Audit Committee which consists of Merrill Gappmayer, Kristine F. Hughes and Pauline T. Hughes. The function of the Audit Committee is generally to approve the engagement of the Company's independent auditors and to review audit and non-audit services provided by such auditors. There were two meetings of the Audit Committee during the last fiscal year.

The Board of Directors has also established a Nominating Committee consisting of Pauline T. Hughes, Kristine F. Hughes and Merrill Gappmayer. The Nominating Committee considers and recommends nominations for election to the full Board of Directors. The Nominating Committee will consider recommendations of shareholders, but there are no specific procedures to be followed by shareholders in submitting nominations for directors. There were two meetings of the Nominating Committee during the last fiscal year.

OFFICERS AND DIRECTORS

The officers and directors of the Company are:

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NAME	POSITION	AGE
Kristine F. Hughes.....	Chairperson of the Board and Director	56
Alan D. Kennedy.....	President, Chief Executive Officer and Director	64
Eugene L. Hughes.....	Senior Vice President and Director	64
Merrill Gappmayer.....	Director	53
Pauline T. Hughes.....	Director	53
William E. Spears.....	Executive Vice President and Chief Operating Officer	49
Douglas Faggioli.....	Vice President -- Finance, Chief Financial Officer and Treasurer	40
Brent F. Ashworth.....	Vice President -- Legal, Secretary and General Counsel	46
Joseph A. Speirs.....	Vice President -- Marketing	42

Dale G. Lee.....	Vice President -- U.S. Sales	49
Dr. Alvin B. Segelman.....	Vice President -- Health Sciences	63
David K. Shunick.....	Vice President -- Operations	57
Bruno Vassel III.....	Vice President -- Human Resources	51
Dr. Dilip G. Bhatia.....	Vice President -- Research and Development	59

</TABLE>

Certain information regarding the business experience of the officers and directors is set forth below.

KRISTINE F. HUGHES. Mrs. Hughes is Chairperson of the Board of Directors and a Director of the Company. Mrs. Hughes was a co-founder in 1972 of Hughes Development Corporation, a predecessor of the Company, and has served as a Director of the Company since 1980. In 1984 she was appointed Chairperson of the Board of Directors. Mrs. Hughes serves on several civic and community boards and has been recognized for her business achievements. She is the wife of Eugene L. Hughes.

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ALAN D. KENNEDY. Mr. Kennedy is President, Chief Executive Officer and a Director of the Company. He began his employment with the Company in 1989. From 1986 to 1989, he served as a sales and marketing consultant to several direct sales companies. He previously served as Vice President -- Sales Development of Avon Products, Inc. (1982 to 1986), a consultant to Shaklee Corporation and Avon Products, Inc. (1979 to 1982), and Senior Vice President of Shaklee Corporation (1974 to 1979) and director of Marketing for Avon Products, Inc. (1965 to 1974). Mr. Kennedy graduated with honors from Colgate University in 1956. He serves as the Vice Chairman of the Board of Directors of the Direct Selling Association.

EUGENE L. HUGHES. Mr. Hughes is Senior Vice President and a Director of the Company. Mr. Hughes was a co-founder and appointed president in 1972 of Hughes Development Corporation, a predecessor of the Company. He has served as an officer or director of the Company and/or its predecessors since 1972. Mr. Hughes received a BS degree from Brigham Young University in 1961. He serves on several community boards. He is the husband of Kristine F. Hughes.

MERRILL GAPPMEYER. Mr. Gappmayer has been a Director of the Company since 1980. He received a BS degree from Brigham Young University and an MBA degree from the Marriott School of Management at Brigham Young University. He is owner, president and CEO of Vista Enterprises, a commercial, residential and industrial land development company located in Orem, Utah. Mr. Gappmayer currently serves as chairman or as a member of the board of six local and national community service organizations.

PAULINE T. HUGHES. Mrs. Hughes has been a Director of the Company since 1988. Mrs. Hughes was a cofounder in 1972 of Hughes Development Corporation, a predecessor of the Company, and has acted as a consultant from time to time to the Company and its predecessors. She is presently self-employed. Mrs. Hughes continues her education at Brigham Young University.

WILLIAM E. SPEARS. Mr. Spears is Executive Vice President and Chief Operating Officer of the Company. He began his employment with the Company in February 1994. From 1972 to 1993 he was employed by Avon Products, Inc. in various capacities, including Vice President of Strategic Operations, North America in 1993 and Southeast Region Vice President from 1989 to 1993. Mr. Spears received a BS degree in accounting from California State University at Northridge in 1968 and is a Certified Public Accountant.

DOUGLAS FAGGIOLI. Mr. Faggioli is Vice President -- Finance, Chief Financial Officer and Treasurer of the Company. He began his employment with the Company in 1983 and has served as an officer of the Company since 1989. He obtained a BA degree in accounting from the University of Utah in 1979 and is a Certified Public Accountant.

BRENT F. ASHWORTH. Mr. Ashworth is Vice President -- Legal, Secretary and General Counsel for the Company. He obtained a JD degree from the University of Utah College of Law in 1975. Mr. Ashworth began his employment with the Company in 1977 when he was appointed Secretary and General Counsel. He was appointed Vice President -- Legal in 1979.

JOSEPH A. SPEIRS. Mr. Speirs is Vice President -- Marketing of the Company. He began his employment with the Company in 1977 and since 1983 has served as an officer of the Company. He received a BS degree from Brigham Young University in 1976.

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DALE G. LEE. Mr. Lee is Vice President -- U.S. Sales of the Company. He began his employment with the Company in 1978, and has been an officer of the Company since 1989. Mr. Lee received a BS degree from Southern Utah State College in 1970.

ALVIN B. SEGELMAN, PH.D. Dr. Segelman is Vice President -- Health Sciences. He began his employment with the Company in 1990. From 1971 to 1990,

Dr. Segelman was a professor at the College of Pharmacy, Rutgers University, serving as Chairman of the Department of Pharmacognosy from 1979 to 1986. Dr. Segelman received BS and MS degrees in pharmacy from the Massachusetts College of Pharmacy in 1954 and 1967, respectively, and a PhD in pharmacognosy from the University of Pittsburgh in 1971. Dr. Segelman has published numerous articles and served on numerous national and Congressional committees.

DAVID K. SHUNICK. Mr. Shunick is Vice President -- Operations. He began his employment with the Company in 1993. From 1992 to 1993, Mr. Shunick acted as a management consultant for DKS Associates. From 1989 to 1992 he served as Director of Material Management for Ares Serono Group. From 1977 to 1989, Mr. Shunick was employed by Shaklee Corporation in various capacities, including Vice President -- Manufacturing and Material Management. Mr. Shunick received a BS degree in Management from the University of Illinois at Urbana in 1960 and a MBA degree from St. Mary's College, Moraga, California in 1981.

BRUNO VASSEL III. Mr. Vassel is Vice President -- Human Resources. He began his employment with the Company in 1993. From 1987 to 1993, Mr. Vassel was President of HRS, Inc. From 1986 to 1987, he served as Executive Vice President of Brite Music, Inc. From 1973 to 1986 Mr. Vassel was employed by Avon Products, Inc. in various capacities, including Corporate Director of Human Resources. Mr. Vassel received a BA degree from Brigham Young University in 1968.

DILIP G. BHATIA, PH.D. Dr. Bhatia is Vice President -- Research and Development. He began his employment with the Company in July 1994. From 1988 to 1994, Dr. Bhatia was Director of Product Development at Hoffmann-La Roche. From 1986 to 1988 he was Manager of the Pharmaceutical Process and Technology Group of G.D. Searle. From 1977 to 1986, he was employed by McNeil Consumer Products Company where he served as Manager of Research and Development, from 1982 to 1986. Dr. Bhatia received a PhD in Pharmacy from Washington State University and a MS in Pharmacy from St. Louis College of Pharmacy.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Based solely upon a review of Forms 3, 4 and 5 and amendments thereto and written representations provided to the Company by its officers, directors and 10% shareholders, the Company is not aware of any such persons failing to file on a timely basis any reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior years.

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EXECUTIVE COMPENSATION

COMPENSATION SUMMARY

The following table sets forth information concerning the cash and non-cash compensation, paid or to be paid by the Company to its chief executive officer and to each of its executive officers named below, for the three fiscal years ended December 31, 1994. See also "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" below for compensation paid to the general manager of the Company's Mexican subsidiary.

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

(A) NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION			(E) OTHER ANNUAL COMPENSATION (\$)(2)	LONG-TERM COMPENSATION	
	(B) YEAR	(C) SALARY (\$)(1)	(D) BONUS (\$)		(G) STOCK OPTIONS (SHARES)	(I) ALL OTHER COMPENSATION (3) (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Alan D. Kennedy..... Chief Executive Officer	1994	257,953	202,500		13,200	8,933
	1993	233,000	217,381		20,000	8,512
	1992	207,566	193,696		140,000	10,662
William E. Spears..... Executive Vice President	1994	122,029	83,152	40,220(4)	11,000	1,310
Eugene L. Hughes..... Senior Vice President	1994	130,146	83,583		11,000	4,656
	1993	129,322	94,344		47,700	4,882
	1992	123,672	89,868		0	4,768
Douglas Faggioli..... Chief Financial Officer	1994	130,138	82,251		11,000	418
	1993	115,000	94,710		24,000	288
	1992	100,000	81,187		9,333	277
Dale G. Lee..... Vice President -- U.S. Sales	1994	121,829	58,000		11,000	1,129
	1993	110,000	72,904		19,000	1,185
	1992	100,000	65,502		8,667	1,427

</TABLE>

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- (1) Includes amounts contributed by the Company to its 401(k) defined contribution plan.
 - (2) The Company provides health, disability and other perquisites to each of its officers, but they do not exceed the lesser of \$50,000 or 10% of the officer's total annual salary and bonus.
 - (3) Includes excess life insurance premiums.
 - (4) Includes relocation and moving expenses.

EMPLOYMENT AGREEMENTS

The Company has Employment Agreements with all eleven of its officers who receive annual salaries currently ranging from approximately \$104,000 to \$267,500. The Agreements are renewable on an annual basis and generally provide for an initial term of one year. In the event the Company terminates or does not renew an officer's employment without cause, the officer is generally entitled to receive the balance of his base salary for twelve months.

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EXECUTIVE INCENTIVE PLANS

The Company has from time to time adopted incentive plans for key management and sales personnel. The only incentive plan in effect for officers of the Company for 1994 was the Exempt Employee Incentive Compensation Plan ("Compensation Plan") that provided for the officers to receive specified bonuses ranging from 0% to 90% of base salary if certain sales and operating income goals were achieved by the Company. Payments totalling \$803,953, \$739,410 and \$660,978 were made to officers for services rendered in 1994, 1993 and 1992 for this or similar executive incentive plans. Amounts paid, if any, to the officers participating in the Compensation Plan are included in the Summary Compensation Table.

1993 STOCK OPTION PLAN

The 1993 Stock Option Plan (the "1993 Plan") authorizes the grant of incentive and nonqualified stock options to officers and key employees. The 1993 Plan also provides for the automatic annual grant of nonqualified stock options to purchase 22,000 shares to each non-employee director of the Company. The 1993 Plan covers a maximum of 880,000 shares of the Company's Common Stock, subject to adjustment, of which options to purchase 550,000 shares may be granted to officers and key employees and 330,000 shares to non-employee directors.

Options issued under the 1993 Plan must have an exercise price at least equal to the fair market value on the date of grant and a term of not more than ten years. Options are generally not transferable and are exercisable in accordance with vesting schedules established by the Compensation Committee (the "Committee") of the Board of Directors administering the Plan.

The Committee establishes with respect to each option granted to an employee, and sets forth in the option agreement, the effect of the termination of employment on the rights and benefits thereunder. If the services of a non-employee director terminate by reason of death, disability or retirement, options granted pursuant to the 1993 Plan become immediately exercisable and may be exercised for up to one year after the date of termination, or until expiration of the option, if earlier. If the services of a non-employee director terminate for any other reason, the non-employee director may exercise any motions which were exercisable on the date of termination for up to 90 days after the date of termination. In the event of certain changes in control of the Company, options generally become immediately exercisable.

As of March 31, 1995 there were 493,520 shares subject to non-qualified options outstanding under the 1993 Plan and 386,480 shares available for further issuance (as adjusted for a stock dividend).

1990 LONG-TERM INCENTIVE COMPENSATION PLAN

The 1990 Long-Term Incentive Compensation Plan (the "Incentive Plan") authorizes the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock and performance bonuses or any combination of the foregoing to key executive and management employees.

Options issued under the Incentive Plan must have an exercise price at least equal to the fair market value on the date of grant and a term of not more than ten years. Options may not be transferred except by will or the laws of descent or distribution and are exercisable in accordance with vesting schedules established by the Committee.

In the event of termination of an option holder's employment for cause, all outstanding options lapse at the time of such termination, subject to the discretion of the Committee. In the event of termination by reason

of death, retirement or disability, the option holder may exercise options that are exercisable through the date of termination within the earlier of one year from the date of termination or lapse of such option. In the event of termination not for cause, options must generally be exercised within the earlier of three months following termination or lapse of the option. In the event of certain changes in control, options generally become immediately exercisable.

As of March 31, 1995 there were 708,523 shares subject to options outstanding under the Incentive Plan and 376 shares available for further issuance (as adjusted for all stock splits and dividends).

OPTION GRANTS IN LAST FISCAL YEAR

The following table sets forth a summary of certain nonqualified stock options granted to the Company's named officers during 1994 as adjusted for a stock dividend.

<TABLE>
<CAPTION>

INDIVIDUAL GRANTS					POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
(A)	(B)	(C)	(D)	(E)	(F)	(G)
NAME	OPTIONS GRANTED (#)	% OF 204,600 TOTAL OPTIONS GRANTED TO EMPLOYEES IN 1994	EXERCISE PRICE (\$/SHARE)	EXPIRATION DATE	5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Alan D. Kennedy..... Chief Executive Officer	13,200	6.5%	12.73	12/16/04	105,677	267,800
William E. Spears..... Executive Vice President	22,000 11,000	16.1%	13.18 12.73	2/24/04 12/16/04	182,354 88,064	462,122 223,172
Eugene L. Hughes..... Senior Vice President	11,000	5.4%	12.73	12/16/04	88,064	223,172
Douglas Faggioli..... Chief Financial Officer	11,000	5.4%	12.73	12/16/04	88,064	223,172
Dale G. Lee..... Vice President--U.S. Sales	11,000	5.4%	12.73	12/16/04	88,064	223,172

</TABLE>

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OPTION EXERCISES DURING 1994 AND 1994 YEAR-END VALUE TABLE

The following table sets forth certain information regarding the exercise and value of nonqualified stock options held by the named officers during 1994 as adjusted for a stock dividend.

AGGREGATED OPTION EXERCISES IN 1994 AND 1994 YEAR-END OPTION VALUE

<TABLE>
<CAPTION>

(A)	(B)	(C)	(D)	(E)
NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF UNEXERCISED OPTIONS AT FISCAL YEAR-END EXERCISABLE/UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR-END EXERCISABLE/UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>
Alan D. Kennedy..... Chief Executive Officer	10,000	\$100,400	234,960/71,867	\$1,315,962/\$719,830
William E. Spears..... Executive Vice President	0	0	0/33,000	0/0
Eugene L. Hughes..... Senior Vice President	0	0	31,680/63,470	249,571/119,107
Douglas Faggioli.....	0	0	51,297/37,400	349,137/59,928

Chief Financial Officer

Dale G. Lee.....	0	0	39,893/31,900	257,227/47,443
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Vice President -- U.S. Sales
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401(K) PLAN

The Company sponsors a qualified deferred compensation plan ("401(k) Plan") under Section 401(k) of the Internal Revenue Code, pursuant to which full-time employees may reduce their salaries by up to 10% of their compensation limited to a maximum of \$9,240 and have the salary reduction amounts contributed to the 401(k) Plan. Such contributions are 100% matched by the Company, up to a maximum of 5% of the employee's compensation. Participants are fully vested at all times in their salary reduction and matching contributions. Participants are eligible to receive distribution of vested amounts upon retirement, death or disability, or termination of employment. Contributions by the Company to the 401(k) Plan were approximately \$284,000, \$314,000 and \$175,000 for 1994, 1993 and 1992, respectively. Amounts contributed for officers participating in the 401(k) Plan are included in the Summary Compensation Table above.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Board of Directors' Compensation Committee is composed of Merrill Gappmayer, Kristine F. Hughes and Pauline T. Hughes. Kristine F. Hughes, Chairperson of the Board of Directors, is married to Eugene L. Hughes, an officer and director of the Company. See "PROPOSAL NO. 1 -- ELECTION OF DIRECTORS."

THE FOLLOWING REPORT OF THE COMPENSATION COMMITTEE AND THE PERFORMANCE GRAPH THAT APPEARS IMMEDIATELY AFTER SUCH REPORT SHALL NOT BE DEEMED TO BE SOLICITING MATERIAL OR TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934 OR INCORPORATED BY REFERENCE IN ANY DOCUMENT SO FILED.

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REPORT OF THE COMPENSATION COMMITTEE

To: The Board of Directors

As members of the Compensation Committee (the "Committee"), it is our duty to administer various stock option and incentive compensation plans of the Company. In addition, the Committee recommends to the Board of Directors the compensation to be paid to the Company's officers and key employees. The Committee also reviews compensation policies applicable to officers and considers the relationship of corporate performance to that compensation.

The Committee submits a report to the Board concerning the compensation policies followed by the Committee in recommending compensation for the Company's chief executive and other officers. In establishing such compensation for 1994, the Committee considered a number of factors, including what it believed to be the competitive level of compensation that is necessary to attract, retain and motivate qualified officers. The Committee also considered (i) an officer's contribution to the Company's operating performance, as measured by increases in sales revenues, profitability and return on assets, (ii) the officer's contribution to helping the Company meet its other objectives, such as providing a high level of service to the Company's customers and in maximizing shareholder value, and (iii) the Chief Executive Officer's evaluation of each of the officers. For the Chief Executive Officer, the Committee also took into consideration the Company's overall stock performance as measured against the stock market and his success in opening new overseas markets for the Company's products. In 1992, the Committee engaged an outside consultant to advise it regarding appropriate officer salary levels and comparable salaries in similar industries. The consultant's recommendations together with salary surveys obtained by the Committee in 1993 were considered in evaluating the above-referenced factors in setting 1994 compensation.

The compensation policy of the Company, which is endorsed by the Committee, is that a substantial portion of the annual compensation of each officer relate to and be contingent upon the performance of the Company, as well as the individual contribution of each officer. As a result, much of an officer's compensation is subject directly to annual bonus compensation measured by the Company's achievement of certain sales and income goals. Under the Company's Exempt Employee Incentive Compensation Plan, bonuses are paid based on the officer's performance and the performance of the entire Company. The Committee believes the compensation paid to its officers is reasonable in view of the Company's performance and the contribution of these officers to that performance. In this regard, the Committee in 1994 completed a comprehensive review of the Company's compensation policies and concluded that the Company's present policies worked well.

All officers and key employees participate in the Company's stock option plans, under which granted options typically vest over a one or two year period. The Committee believes that stock options have been effective in attracting,

motivating and retaining executives and key employees. During 1994, the Committee recommended stock option grants in the aggregate amount of 204,600 shares.

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No member of the Committee is a former or current officer or employee of the Company or any of its subsidiaries.

Compensation Committee

Dated April 4, 1995

MERRILL GAPPMAYER
KRISTINE F. HUGHES
PAULINE T. HUGHES

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CORPORATE STOCK PERFORMANCE

The following graph compares the performance (total return on investment as measured by the change in the year-end stock price plus reinvested dividends) of the Common Stock of the Company ("NATR") with that of the Index for NASDAQ Stock Market (U.S. companies) and the Index for NASDAQ Stock (SIC 2800-2899) for the five years ended December 31, 1994.

COMPARISON OF FIVE YEAR-CUMULATIVE TOTAL RETURNS

AMONG NATURE'S SUNSHINE PRODUCTS, INC., THE NASDAQ STOCK MARKET (US COMPANIES) AND THE NASDAQ STOCKS (SIC 2800-2899)

<TABLE>
<CAPTION>

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	NATURE'S SUNSHINE PRODUCTS, INC.	NASDAQ STOCK MARKET (US Companies)	NASDAQ STOCKS (SIC 2800-2899 US Companies) Chemical and allied products
<S>	<C>	<C>	<C>
12/29/89	100.0	100.0	100.0
12/31/90	49.5	84.9	109.1
12/31/91	144.3	136.3	250.7
12/31/92	220.0	158.6	216.6
12/31/93	200.5	180.9	193.7
12/30/94	224.0	176.9	152.5

</TABLE>

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Maria del Carmen Cisneros, the general manager of the Company's Mexican subsidiary, received a total of \$684,228 of compensation from the Company in 1994. Of that amount, \$148,914 was salary and bonus and the balance was for commissions received as an independent distributor of the Company's products.

In 1992, the Company adopted a key officer loan program to assist certain of its officers in purchasing Common Stock of the Company. The loans are due 90 days after demand or termination of employment. The loans are secured by the Common Stock purchased and bear interest at 6% per annum.

From time to time, the Company has made personal loans to assist certain of its officers and key employees. Loans made to officers are secured by Common Stock of the Company, and are due 90 days after demand. Outstanding loans bear interest at 6% per annum.

The following table provides certain information about each director or officer who was indebted to the Company since January 1, 1994, in an amount in excess of \$60,000. Included in the table is the name of each such director or officer, the amount and nature of the indebtedness and of the transaction in which it was incurred, the largest aggregate amount of indebtedness outstanding by each such person since January 1, 1994 and the amount thereof outstanding as of March 31, 1995. For the nature of each such person's relationship to the Company see "ELECTION OF DIRECTORS -- Officers and Directors" above.

<TABLE>
<CAPTION>

NAME	NATURE OF INDEBTEDNESS	LARGEST AGGREGATE AMOUNT	AGGREGATE BALANCE AT 3/31/95
<S>	<C>	<C>	<C>
Alan D. Kennedy.....	Stock Purchase Loan Personal Loan	\$148,220 104,720	\$ 245,619
Eugene L. Hughes.....	Personal Loans	408,418	0

Douglas Faggioli.....	Stock Purchase Loan	67,777	58,332
Dale G. Lee.....	Stock Purchase Loan	66,636	65,355
Joseph A. Speirs.....	Stock Purchase Loan	69,995	65,513

</TABLE>

RELATIONSHIP WITH
INDEPENDENT PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors of the Company has recommended to the Board of Directors that Arthur Andersen & Co. be selected again as the independent public accountants for the Company. The Board of Directors has accepted this recommendation and has selected Arthur Andersen & Co. to be the independent public accountants for the Company for the fiscal year ending December 31, 1995. Arthur Andersen & Co. served as the Company's independent public accountants for the fiscal year ended December 31, 1994.

Representatives of Arthur Andersen & Co. are expected to attend the 1995 Annual Meeting and will have an opportunity to make a statement if they desire to do so, and they will be available to answer appropriate questions from shareholders.

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SHAREHOLDER PROPOSALS

If a shareholder wishes to present a proposal at the 1996 Annual Meeting of Shareholders, the proposal must be received by Nature's Sunshine Products, Inc., 75 East 1700 South, Provo, Utah 84606 prior to December 15, 1995. The Board of Directors will review any proposal which is received by that date and determine whether it is a proper proposal to present to the 1996 Annual Meeting.

VOTE REQUIRED

A majority of the 12,158,166 issued and outstanding shares of Common Stock of the Company shall constitute a quorum at the Annual Meeting. Under the Utah Revised Business Corporation Act, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at the Annual Meeting provided a quorum is present. The affirmative vote of at least a majority of the shares represented at the meeting is required for approval for all other proposals to come before the meeting. The Company does not have any specific charter or by-law provisions dealing with the method by which votes will be counted. Historically, the Company has counted abstentions and broker non-votes for quorum purposes but the votes represented by such shares are not counted in computing the results of the election of directors or other resolutions.

Votes cast by shareholders who attend and vote in person or by proxy at the Annual Meeting will be counted by inspectors to be appointed by the Company (it is anticipated that the inspectors will be employees, attorneys or agents of the Company).

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors of the Company does not intend to present and has not been informed that any other person intends to present a matter for action at the 1995 Annual Meeting other than as set forth herein and in the Notice of Annual Meeting. If any other matter properly comes before the meeting, it is intended that the holders of Proxies will act in accordance with their best judgment. The Board of Directors may read the minutes of the 1994 Annual Meeting of Shareholders and make reports, but shareholders will not be requested to approve or disapprove such minutes or reports.

In addition to the solicitation of Proxies by mail, certain of the officers and employees of the Company, without extra compensation, may solicit Proxies personally or by telephone. The Company will also request brokerage houses, nominees, custodians and fiduciaries to forward soliciting materials to the beneficial owners of Common Stock held of record and will reimburse such persons for forwarding such material. The cost of this solicitation of Proxies will be borne by the Company.

COPIES OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K (INCLUDING FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES) FILED WITH THE SECURITIES AND EXCHANGE COMMISSION MAY BE OBTAINED WITHOUT CHARGE BY WRITING TO THE COMPANY -- ATTENTION: INVESTOR RELATIONS DEPARTMENT, 75 EAST 1700 SOUTH, PROVO, UTAH 84606. Copies of the Company's 1994 Annual Report to Shareholders are being mailed with this Proxy Statement. Additional copies may also be obtained by writing to the Company's Investor Relations Department, at the above address.

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The enclosed Proxy is furnished for you to specify your choices with respect to the matters referred to in the accompanying notice and described in

this Proxy Statement. If you wish to vote in accordance with the Board's recommendations, merely sign, date and return the Proxy in the enclosed envelope which requires no postage if mailed in the United States. A prompt return of your Proxy will be appreciated.

By Order of the Board of Directors

/s/ BRENT F. ASHWORTH

Brent F. Ashworth, Secretary

Provo, Utah
April 7, 1995

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PROXY

NATURE'S SUNSHINE PRODUCTS, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Kristine F. Hughes and Brent F. Ashworth and each of them as Proxies, with full power of substitution, and hereby authorizes them to represent and vote, as designated below, all shares of Common Stock of the Company held of record by the undersigned on April 3, 1995, at the Annual Meeting of Shareholders to be held at the Company's corporate offices at 75 East 1700 South, Provo, Utah 84606, on Monday, May 15, 1995, at 10:00 a.m., local time, or at any adjournment thereof.

(To Be Signed on Reverse Side.)

/X/ Please mark your vote as in this example.

1. Election of Director.

For / / Withheld / /

Nominee: Eugene L. Hughes

(INSTRUCTION: To withhold authority to vote for any individual nominee write that nominee's name on the space provided below.)

2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Annual Meeting.

FOR / / AGAINST / / ABSTAIN / /

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

Please sign and date this Proxy where shown and return it promptly.

No postage is required if this Proxy is returned in the enclosed envelope and mailed in the United States.

Signature(s) _____ Date _____

Note: Please sign above exactly as the shares are issued. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give the full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.