

# FORM 4

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the  
 Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* HUGHES EUGENE L  (Last) (First) (Middle) C/O NATURE'S SUNSHINE PRODUCTS, INC., 75 EAST 1700 SOUTH  (Street) PROVO, UT 84506  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 11/04/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/04/2002		S		500	D	\$ 15.90	0	D (1) (2)	
Common Stock	11/04/2004		M		16,500	A	\$ 8.4848	32,835	D (1) (3)	
Common Stock	11/04/2004		S		6,100	D	\$ 15.60	26,735	D (1) (3)	
Common Stock	11/04/2004		S		200	D	\$ 15.63	26,535	D (1) (3)	
Common Stock	11/04/2004		S		600	D	\$ 15.65	25,935	D (1) (3)	
Common Stock	11/04/2004		S		900	D	\$ 15.66	25,035	D (1) (3)	
Common Stock	11/04/2004		S		500	D	\$ 15.68	24,535	D (1) (3)	
Common Stock	11/04/2004		S		600	D	\$ 15.69	23,935	D (1) (3)	
Common Stock	11/04/2004		S		900	D	\$ 15.70	23,035	D (1) (3)	
Common Stock	11/04/2004		S		900	D	\$ 15.72	22,135	D (1) (3)	
Common Stock	11/04/2004		S		4,500	D	\$ 15.75	17,635	D (1) (3)	
Common Stock	11/04/2004		S		400	D	\$ 15.76	17,235	D (1) (3)	
Common Stock	11/04/2004		S		100	D	\$ 15.77	17,135	D (1) (3)	
Common Stock	11/04/2004		S		700	D	\$ 15.79	16,435	D (1) (3)	
Common Stock	11/04/2004		S		100	D	\$ 15.80	16,335	D (1) (3)	
Common Stock	11/05/2004		M		25,500	A	\$ 8.8333	41,835	D (1) (3)	
Common Stock	11/05/2004		M		25,000	A	\$ 7.75	66,835	D (1) (3)	
Common Stock	11/05/2004		S		10,100	D	\$ 15.50	56,735	D (1) (3)	
Common Stock	11/05/2004		S		4,500	D	\$ 15.54	52,335	D (1) (3)	
Common Stock	11/05/2004		S		500	D	\$ 15.56	51,735	D (1) (3)	

Common Stock	11/05/2004		S	200	D	\$ 15.57	51,535	D (1) (3)
Common Stock	11/05/2004		S	100	D	\$ 15.58	51,435	D (1) (3)
Common Stock	11/05/2004		S	10,000	D	\$ 15.59	41,435	D (1) (3)
Common Stock	11/05/2004		S	19,500	D	\$ 15.60	21,935	D (1) (3)
Common Stock	11/05/2004		S	2,500	D	\$ 15.61	19,435	D (1) (3)
Common Stock	11/05/2004		S	600	D	\$ 15.62	18,835	D (1) (3)
Common Stock	11/05/2004		S	500	D	\$ 15.64	18,335	D (1) (3)
Common Stock	11/05/2004		S	1,600	D	\$ 15.65	16,735	D (1) (3)
Common Stock	11/05/2004		S	100	D	\$ 15.66	16,635	D (1) (3)
Common Stock	11/05/2004		S	100	D	\$ 15.67	16,535	D (1) (3)

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

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**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)				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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Right to buy	\$ 8.4848	11/04/2004		M			16,500	12/16/1996	12/16/2004	Common Stock	16,500	\$ 0	0	D (3)	
Option - Right to buy	\$ 8.3333	11/05/2004		M			25,500	05/15/1997	05/15/2005	Common Stock	25,500	\$ 0	0	D (3)	
Option - Right to buy	\$ 7.75	11/05/2004		M			25,000	10/19/2002	10/19/2005	Common Stock	25,000	\$ 0	93,200	D (3)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES EUGENE L C/O NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH PROVO, UT 84506	X	X		
HUGHES KRISTINE F C/O NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH PROVO, UT 84606	X	X		

## Signatures

/s/ Eugene L. Hughes	11/08/2004
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Signature of Reporting Person		Date
/s/ Kristine F. Hughes		11/08/2004
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 also the indirect beneficial owners of 1,303,606 shares held in revocable family trusts for the benefit of themselves and their children, of (1) which they are trustees, and 101,536 shares allocated to Mr. Hughes' 401(k) plan account. In addition, Kristine Hughes is the indirect beneficial owner of 16,335 shares owned directly by Eugene L. Hughes.

(2) Owned directly by Kristine F. Hughes and Indirectly by Eugene L. Hughes, Mrs. Hughes' spouse.

(3) Owned directly by Eugene L. Hughes and Indirectly by Kristine F. Hughes, Mr. 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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