

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

**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* <b>PROBERT GREGORY</b>		2. Issuer Name and Ticker or Trading Symbol <b>NATURES SUNSHINE PRODUCTS INC [natr]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CEO &amp; Chairman of the Board</b>	
(Last) (First) (Middle) <b>C/O NATURES SUNSHINE PRODUCTS, 2500 W. EXECUTIVE PARKWAY, #100</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/12/2015</b>			
(Street) <b>LEHI, UT 84043</b>		4. If Amendment, Date Original Filed(Month/Day/Year) <b>01/15/2015</b>		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/15/2015		A		50,000 <u>(1)</u>	A	\$ 0	105,319	D	
Common Stock	01/15/2015		A		30,000 <u>(2)</u>	A	\$ 0	135,319	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	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		Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$ 14.22	02/12/2015		A		185,000 <u>(3)</u>	<u>(3)</u>	02/12/2025	Common Stock	\$ 0	185,000 <u>(3)</u>	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROBERT GREGORY C/O NATURES SUNSHINE PRODUCTS 2500 W. EXECUTIVE PARKWAY, #100 LEHI, UT 84043			CEO & Chairman of the Board	

## Signatures

Richard D. Strulson as attorney-in-fact for Gregory L. Probert		02/13/2015
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).

- (1) Shares issued pursuant to a special incentive grant in the form of restricted stock units; each restricted stock unit represents the right to receive one share of NATR common stock. These shares vest in three equal annual installments beginning on January 15, 2016.
- (2) Shares issued pursuant to a long-term incentive grant in the form of restricted stock units; each restricted stock unit represents the right to receive one share of NATR common stock. These shares vest in three equal annual installments beginning on January 15, 2016.
- (3) These options vest in three equal annual installments beginning on February 12, 2016.

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.