

# FORM 5

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

OMB APPROVAL

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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

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

|   |   |   |   |  |            |  |   |   |  |
|---|---|---|---|--|------------|--|---|---|--|
| 1. Name and Address of Reporting Person*<br>HUGHES EUGENE L                 |   |   | 2. Issuer Name and Ticker or Trading Symbol<br>NATURES SUNSHINE PRODUCTS INC<br>[NATR]  |  |            | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |   |  |
| (Last) (First) (Middle)<br>NATURES SUNSHINE PRODUCTS, 75<br>EAST 1700 SOUTH |   |   | 3. Statement for Issuer's Fiscal Year Ended<br>(Month/Day/Year)<br>12/31/2008           |  |            |  |   |   |  |
| (Street)<br>PROVO, UT 84606   |   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |            | 6. Individual or Joint/Group Reporting<br>(check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |   |   |  |
| (City) (State) (Zip)  |   |   | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |            |  |   |   |  |
| 1. Title of Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |  | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|   |   |   |   | Amount   | (A) or (D) | Price  |   |   |  |
| Common Stock  | 08/04/2008                              |   | G <sup>(1)</sup>  | 8,000  | D          | \$ 0   | 1,094,664   | I   | By trusts <sup>(2)</sup>                                 |

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 2270 (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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|--|---|-----------------|--|---|--|---|---|
|   |  |   |   |                                   |  | Date Exercisable  | Expiration Date |  |   |  |   |   |
|   |  |   |   |                                   | (A) (D)  |   |                 |  |   |  |   |   |

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| /s/ Eugene L. Hughes                           | 02/13/2009          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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) Represents a gift by a revocable family trust for the benefit of the reporting person and his children, of which the reporting person is trustee
- (2) Represents shares held by revocable family trusts for the benefit of the reporting person and his children, of which the reporting person is trustee

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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