# FORM 5

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

OMB APPR	OVAL
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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

### ANNUAL 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

1. Name and Address of Reporting Per HUGHES EUGENE L	rson*	2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_DirectorOfficer (give title below)Other (specify below)			
(Last) (First)  NATURES SUNSHINE PRODE EAST 1700 SOUTH	(Middle) DUCTS, 75	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008							
PROVO, UT 84606		4. If Amendment, I	Date Original Fil	ed(Month/E	Oay/Year)		6. Individual or Joint/Group Repo (check applicable  _X_Form Filed by One Reporting Person Form Filed by More than One Reporting	line)	
(City) (State)	(Zip)	Tab	le I - Non-Deri	vative Se	curities	Acqui	red, 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. Securi (A) or D (Instr. 3,	4 and 5 (A) or	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Common Stock	08/04/2008		G <sup>(1)</sup>	8,000	D	\$ 0	1,094,664	I	By trusts (2)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3) Price of Derivative Security  Or Exercise Price of Derivative Security  Or Exercise (Month/Day/Year) Or Exercise (Instr. 8) Or Exercise (Instr. 8) Or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount Or Exercise (Month/Day/Year) Underlying Securities (Instr. 5) Or Derivative Securities (Instr. 5) Or Derivative Securities (Instr. 5) Or Indirect (Instr. 4)  Or Exercise (Month/Day/Year) Underlying Securities (Instr. 5) Or Indirect (Instr. 4)  Or Exercise (Month/Day/Year) Or Derivative Securities (Instr. 5) Or Indirect (Instr. 4)  Or Exercise (Instr. 5) Or Indirect (Instr. 4)  Or Disposed of (D) (Instr. 3, 4, and 5)	9. Number 10. 11. Natu	8. Price of 9. Number	and 8. Price of	7. Title and	rcisable	6. Date Exer	5.	4.	3A. Deemed	3. Transaction	2.	1. Title of	
(Instr. 3) Price of Derivative Security  (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount Amount Core (Instr. 5) Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)  Amount Core (Instr. 5) Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	of Ownership of Indire	Derivative of	t of Derivative	Amount of	ion Date	and Expirati	Number	Transaction	Execution Date, if	Date	Conversion	Derivative	
Derivative Security  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount  Amount  Cor.  Security:  Cor.  Security:  Covered (Instr. 3)  Amount  Amount  Amount  Amount  Cor.  Security:  Covered (I)  Covered (Instr. 4)  Covered (Instr. 4)  Covered (Instr. 4)  Covered (Instr. 4)	Derivative Form of Benefici	Security Derivative	ring Security	Underlying	/Year)	(Month/Day	of	Code	any	(Month/Day/Year)	or Exercise	Security	
Security  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount Or Acquired (A) Or Disposed of (D) (Instr. 4)  Amount Or	Securities Derivative Ownersh	(Instr. 5) Securities	es (Instr. 5)	Securities			Derivative	(Instr. 8)	(Month/Day/Year)		Price of	(Instr. 3)	
(A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount Amount or	Beneficially Security: (Instr. 4)	Beneficially	and	(Instr. 3 and			Securities				Derivative		
Disposed of (D) (Instr. 3, 4, and 5)  Amount or (Instr. 4)  Amount or (Instr. 4)	Owned at Direct (D)	Owned at		4)			Acquired				Security		
of (D) (Instr. 3, 4, and 5)  Amount or	End of or Indirect	End of					(A) or						
(Instr. 3, 4, and 5)  Amount or	Issuer's (I)	Issuer's					Disposed						
4, and 5) Amount	Fiscal Year (Instr. 4)	Fiscal Year					of (D)						
Amount	(Instr. 4)	(Instr. 4)					Instr. 3,						
l lor							4, and 5)						
l lor			mount	Amount									
				or		_							
Date Expiration Title Number													
Exercisable Date Title Number of					Date	Exercisable							
(A) (D) Shares			hares	Shares			(A) (D)						

#### **Reporting Owners**

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

### **Signatures**

/s/ Eugene L. Hughes	02/13/2009
**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) 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
- 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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