## 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

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

#### 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 ar																	
1. Name and Address of Reporting Person * DOWDEN ALBERT R				2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR]						_X_ Direct		eck all appli					
(Last 2533 EV	) ERGREEN	(First) N LANE	(		3. Date 09/19/	of Earlies /2014	st Tran	saction	(Mont	h/Day/	Year)						
(Street)			7	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person							
STEAMBOAT SPRINGS, CO 80477 (City) (State) (Zip)				Table I - Non-Derivative Securities Acqu					Acau	ured, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if		3. T	3. Transaction Code (Instr. 8)		4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)		iired	5. Amoun Beneficial	at of Securities lly Owned Following Transaction(s)		6. Ownership Form: I Direct (D)	Beneficial Ownership	
							C	Code	V A	mount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Commor	Stock		09/1	9/2014				A		,009 <u>()</u>	A	\$ 0	12,199	<u>2)</u>		D	
Reminder:	Report on a s	eparate line fo	or each	class of securi	ities ben	neficially o	wned	F	Person	s who	respon			ction of inf			1474 (9-02
Reminder:	Report on a s	eparate line fo	or each	Table II - D	Derivati	<u> </u>	ties A	f d t	Person contain he for	ns who ned in m disp	respon this for plays a c	m are curre	not requesting ntly valid	uired to res	spond unle	ess	1474 (9-02

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
DOWDEN ALBERT R						
2533 EVERGREEN LANE	X					
STEAMBOAT SPRINGS, CO 80477						

### **Signatures**

/s/ Steve Bunker as attorney-in-fact for Albert R. Dowden	09/19/2014
-*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) These shares are in the form of restricted stock units issued pursuant to a special dividend declared by the Issuer on 09/19/2014. Each restricted stock unit represents the right to receive one share of NATR common stock.
- (2) 4,098 of these are restricted stock units that vest in monthly installments from the initial grant date of 05/07/2014 thru 05/07/2015.

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.

#### POWER OF ATTORNEY

KNOW ALL	BY THESE PRESENTS, that the undersign	gned Albert R. Dowden hereb	by constitutes and appoints Richard	l D. Strulson, Stephen M. Bunker
and each of them, with full authori	ity to act without the others, as the undersig	gned's true and lawful attorne	ys-in-fact to:	

- execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, of Nature's Sunshine Products, Inc. (the "Company"), Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;
- prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Exchange Act or any rule or regulation of the SEC;
- do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID and Form 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority or organization; and
- take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the sole discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitute of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN MUTEUROG WHITEDEOF 4 1 ' 11 14' D

	IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5" day of August, 2014.						
			Signature:	/s/ Albert R. Dowden			
			Print Name:	Albert R. Dowden			
State of UT		)					
County of UT		) ss. )					

On August 5, 2014, before me, Karen C. Lawrence, personally appeared Albert R. Dowden, and proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

/Notarial Seal/

/s/ Karen C. Lawrence

Notary Public in and for said State