

FORM 4

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

OMB APPROVAL	
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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * BATY JOSEPH W			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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2021					
2901 W. BLUEGRASS BLVD. #100			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street)								
LEHI, UT 84043								
(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 Shares	03/18/2021		M		6,000 (1)	A	(1)	116,866	D	
Common Shares	03/18/2021		F		1,467 (2)	D	\$ 19.83	115,399	D	
Common Shares	03/18/2021		M		2,222 (3)	A	(3)	117,621	D	
Common Shares	03/18/2021		F		543 (4)	D	\$ 19.83	117,078	D	

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)		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						
Performance Units	(1)	03/18/2021		M		6,000	(5)	12/04/2021 (5)	Common Shares	6,000.00	\$ 0	18,000	D	
Performance Units	(3)	03/18/2021		M		2,222	(6)	03/06/2022 (6)	Common Shares	2,222.00	\$ 0	6,667	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATY JOSEPH W 2901 W. BLUEGRASS BLVD. #100 LEHI, UT 84043			EVP & Chief Financial Officer	

Signatures

Joseph W. Baty	03/19/2021
<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) These shares are vested shares resulting from the achievement of a share price milestone pursuant to a December 21, 2018 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the \$17.20 share price milestone over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
- (2) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on December 21, 2018. The number of shares withheld was determined on March 18, 2021, based on the closing price of NATR common stock on that date.
- (3) These shares are vested shares resulting from the achievement of a share price milestone pursuant to a March 6, 2019 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the \$17.20 share price milestone over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
- (4) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on March 6, 2019. The number of shares withheld was determined on March 18, 2021, based on the closing price of NATR common stock on that date.
These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending December 4, 2021. PRSUs vest in six equal installments at each of the six following stock price milestones: \$11.77; \$14.48; \$17.20; \$19.91; \$22.63; and \$25.34.
- (5) These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending December 4, 2021. PRSUs vest in six equal installments at each of the six following stock price milestones: \$11.77; \$14.48; \$17.20; \$19.91; \$22.63; and \$25.34.
- (6) These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending March 6, 2022. PRSUs vest in six equal installments at each of the six following stock price milestones: \$11.77; \$14.48; \$17.20; \$19.91; \$22.63; and \$25.34.

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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