

NATURES SUNSHINE PRODUCTS INC
 Form 4
 November 15, 2004

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGHES EUGENE L

2. Issuer Name and Ticker or Trading Symbol
NATURES SUNSHINE PRODUCTS INC [natr]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NATURE'S SUNSHINE PRODUCTS, INC., 75 EAST 1700 SOUTH

(Street)

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

PROVO, UT 84606

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/11/2004		M	1,000	A \$ 7.75	17,335	D (1) (2)
Common Stock	11/11/2004		S	1,000	D \$ 15.75	16,335	D (1) (2)
Common Stock	11/12/2004		M	26,000	A \$ 7.75	42,335	D (1) (2)
Common Stock	11/12/2004		S	23,500	D \$ 15.75	18,835	D (1) (2)
	11/12/2004		S	100	D \$ 16	18,735	D (1) (2)

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Common Stock							
Common Stock	11/12/2004		S	100	D	\$ 16.58	18,635 D <u>(1)</u> <u>(2)</u>
Common Stock	11/12/2004		S	200	D	\$ 16.6	18,435 D <u>(1)</u> <u>(2)</u>
Common Stock	11/12/2004		S	100	D	\$ 16.61	18,335 D <u>(1)</u> <u>(2)</u>
Common Stock	11/12/2004		S	2,000	D	\$ 16.7	16,335 D <u>(1)</u> <u>(2)</u>

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to buy	\$ 7.75	11/11/2004		M	1,000	10/19/2002	10/19/2005	Common Stock	1,000
Option - Right to buy	\$ 7.75	11/12/2004		M	26,000	10/19/2002	10/19/2005	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES EUGENE L C/O NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH	X	X		

PROVO, UT 84606

HUGHES KRISTINE F
C/O NATURE'S SUNSHINE PRODUCTS, INC. X X
75 EAST 1700 SOUTH
PROVO, UT 84606

Signatures

/s/Eugene L.
Hughes 11/15/2004

__Signature of Date
Reporting Person

/s/Kristine F.
Hughes 11/15/2004

__Signature of Date
Reporting Person

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).

Kristine F. Hughes and Eugene L. Hughes are also the indirect beneficial owners of 1,303,606 shares held in revocable family trusts for
(1) the benefit of themselves and their children, of which they are trustees, and 101,536 shares allocated to Mr. Hughes' 401(k) plan account.
In addition, Kristine Hughes is the indirect beneficial owner of 16,335 shares owned by Eugene L. Hughes.

(2) Owned directly by Eugene L. Hughes and indirectly by Kristine F. Hughes, Mr. Hughes' spouse.

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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