

NATURES SUNSHINE PRODUCTS INC
 Form 4/A
 February 23, 2015

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 *
 NOACK PAUL

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)
 C/O HERBALIFE INTERNATIONAL, INC., 1800 CENTURY PARK EAST

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2015

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 President, China & New Markets

(Street)
 LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/16/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/15/2015		A		37,500 <u>(1)</u>	A	\$ 0 37,500 D
Common Stock	01/15/2015		A		7,000 <u>(2)</u>	A	\$ 0 44,500 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 14.3	01/15/2015		A	100,000 (3)	10/13/2015	10/13/2024	Common Stock	100,000 (3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOACK PAUL
C/O HERBALIFE INTERNATIONAL, INC.
1800 CENTURY PARK EAST
LOS ANGELES, CA 90067

President, China & New Markets

Signatures

Stephen M. Bunker as attorney-in-fact for Paul Noack

02/23/2015

__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) Shares issued pursuant to a special incentive grant in the form of restricted stock units; each restricted stock unit represents the right to receive one share of NATR common stock. These shares will vest in three equal annual installments beginning on January 15, 2016.
- (2) Shares issued pursuant to a long-term incentive plan grant in the form of restricted stock units; each stock unit represents the right to receive one share of NATR common stock. These shares will vest in three equal annual installments beginning on January 15, 2016.
- (3) This option vests in three equal annual installments upon the completion of each year of the reporting person's employment beginning on October 13, 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.