

FRANCIS PAULINE HUGHES
 Form 4
 May 04, 2005

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 *
 FRANCIS PAULINE HUGHES

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)
 05/02/2005

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

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)
			Code	V	Amount or Price		
Common Stock	05/02/2005		M		19,565 A \$ 7.75	19,565	D ⁽¹⁾
Common Stock	05/02/2005		S		15,000 D \$ 15.5	4,565	D
Common Stock	05/02/2005		S		65 D \$ 15.52	4,500	D
Common Stock	05/02/2005		S		1,500 D \$ 15.55	3,000	D
	05/02/2005		S		500 D	2,500	D

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Common Stock					\$	15.56	
Common Stock	05/02/2005	S	200	D	\$	15.57	2,300 D
Common Stock	05/02/2005	S	100	D	\$	15.61	2,200 D
Common Stock	05/02/2005	S	300	D	\$	15.62	1,900 D
Common Stock	05/02/2005	S	200	D	\$	15.63	1,700 D
Common Stock	05/02/2005	S	300	D	\$	15.65	1,400 D
Common Stock	05/02/2005	S	300	D	\$	15.66	1,100 D
Common Stock	05/02/2005	S	900	D	\$	15.67	200 D
Common Stock	05/02/2005	S	100	D	\$	15.68	100 D
Common Stock	05/02/2005	S	100	D	\$	15.69	0 D
Common Stock	05/03/2005	M	20,000	A	\$	7.75	20,000 D
Common Stock	05/03/2005	S	13,353	D	\$	15.6	6,647 D
Common Stock	05/03/2005	S	200	D	\$	15.61	6,447 D
Common Stock	05/03/2005	S	6,224	D	\$	15.62	223 D
Common Stock	05/03/2005	S	223	D	\$	15.63	0 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Option - Right to Buy	\$ 7.75	05/02/2005	M	19,565	10/19/2002	10/19/2005	Common Stock	19,565
Option - Right to Buy	\$ 7.75	05/03/2005	M	20,000	10/19/2002	10/19/2005	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANCIS PAULINE HUGHES NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH PROVO, UT 84606	X	X		

Signatures

/s/Pauline Hughes
Francis

05/04/2005

__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) The reporting person is also the indirect beneficial owner of 1,142,292 shares owned by a family trust of which the reporting person is trustee and a beneficiary and 878,439 shares owned by a family limited partnership in which the reporting person is a general partner.

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.