Dean Michael Form 4 March 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dean Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NATURES SUNSHINE PRODUCTS INC [NATR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 03/01/2012

X_ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

President and CEO

2500 WEST EXECUTIVE PARKWAY, SUITE 100

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

LEHI, UT 84043

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 11.37	03/01/2012		A	50,000 (1)	<u>(1)</u>	03/12/2020	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 8.88	03/01/2012		A	150,000 (2)	(2)	01/03/2021	Common Stock	150,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dean Michael 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI, UT 84043	X		President and CEO			
Signatures						

Signatures

/s/ Jamon Jarvis, attorney-in-fact for Michael
Dean
03/07/2013

**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).

On March 12, 2010, the reporting person was granted an option to purchase 50,000 shares of common stock. The option vests in three equal installments based on satisfaction of certain performance criteria. The performance criteria for two-thirds of the options were

- (1) determined to have been met on 3/1/12, resulting in vesting of the option with respect to 33,333 shares. The remainder of the option vested with respect to 16,667 shares on 8/21/12 when the performance criteria for the final one-third of the options were determined to have been met.
 - On January 3, 2011, the reporting person was granted an option to purchase 150,000 shares of common stock. The option vests in three equal installments based on satisfaction of certain performance criteria. The performance criteria for two-thirds of the options were
- (2) determined to have been met on 3/1/12, resulting in vesting of the option with respect to 100,000 shares. The remainder of the option vested with respect to 50,000 shares on 8/21/12 when the performance criteria for the final one-third of the options were determined to have been met

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.

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