MCCLAIN JERRY G

Form 4 May 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

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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(b).

(City)

(State)

(Zip)

See Instruction

1. Name and Address of Reporting Person * MCCLAIN JERRY G	2. Issuer Name and Ticker or Trading Symbol USANA HEALTH SCIENCES INC [USNA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 3838 WEST PARKWAY BLVD	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2012	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) SALT LAKE CITY, UT 84120	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						•	´ •		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi on(A) or D		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C-1- V	A 4	or	D	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	05/18/2012		M	649 (1)	A	\$ 26.06	849	D	
Common Stock	05/18/2012		S	649	D	\$ 38.71	200	D	

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

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SEC 1474

(9-02)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)	ction Derivative Expirat Securities (Month B) Acquired (A) or Disposed of (D)		Expiration Dat	Date Exercisable and piration Date Indicate Indi		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. : and 5)		Date Exercisable	Expiration Date	Title	Amou or Numb of Shares	
Stock-Settled Stock Appreciation Rights	\$ 26.06	05/18/2012		M	2	2,000	07/21/2009	01/21/2014	Common Stock	2,00	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
MCCLAIN JERRY G 3838 WEST PARKWAY BLVD SALT LAKE CITY, UT 84120	X						

Signatures

James Bramble, as attorney in fact 05/22/2012

**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 shares acquired resulted from the reporting person's settlement of the stock-settled stock appreciation rights desclosed in Table II. 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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