

Brown Jim
Form 4
September 10, 2018

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 *
Brown Jim

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.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

SALT LAKE CITY, UT 84120

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/07/2018		M		10,500 ⁽¹⁾	A	\$ 70.745 10,500 D
Common Stock	09/07/2018		S		3,829	D	\$ 124.528 6,671 ⁽²⁾ D
Common Stock	09/07/2018		S		6,671	D	\$ 125.337 0 ⁽³⁾ D
Common Stock	09/10/2018		M		121 ⁽¹⁾	A	\$ 70.745 121 D
	09/10/2018		S		121	D	\$ 123.74 0 D

Common
Stock

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock - Settled Stock Appreciation Rights	\$ 70.745	09/07/2018		M	24,449	09/01/2018 03/01/2020	Common Stock	24,449
Stock - Settled Stock Appreciation Rights	\$ 70.745	09/10/2018		M	285	09/01/2018 03/01/2020	Common Stock	285

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Jim 3838 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84120			President & COO	

Signatures

Joshua Foukas, as attorney
in fact
09/10/2018

**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 reporting person's settlement of the stock-settled stock appreciation rights disclosed in Table-II

(2) Weighted average price \$124.528. Price range in multiple transactions was \$124.00 to \$124.85 inclusively.

(3) Weighted average price \$125.337. Price range in multiple transactions was \$125.00 to \$125.70 inclusively.

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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