

Jarvis Jamon
Form 4
March 07, 2013

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 *
Jarvis Jamon

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)
2500 WEST EXECUTIVE PARKWAY, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Gen Counsel, Sec, CCO

LEHI, UT 84043
(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.37 | 03/01/2012 | A | | 42,000 (1) | | (1) | 05/10/2020 | Common Stock | 42,000 (1) |
| Employee Stock Option (Right to Buy) | \$ 8.88 | 03/01/2012 | A | | 30,000 (2) | | (2) | 01/03/2021 | Common Stock | 30,000 (2) |
| Employee Stock Option (Right to Buy) | \$ 14.98 | 03/05/2013 | A | | 22,500 (3) | | (3) | 03/04/2023 | Common Stock | 22,500 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jarvis Jamon 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI, UT 84043 | | | EVP, Gen Counsel, Sec, CCO | |

Signatures

/s/ Jamon Jarvis 03/07/2013

__Signature of Date
Reporting Person

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) On May 10, 2010, the reporting person was granted an option to purchase 42,000 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 determined to have been met on 3/1/12, resulting in vesting of the option with respect to 28,000 shares. The remainder of the option vested with respect to 14,000 shares on 8/21/12 when the performance criteria for the final one-third of the options were determined to have been met.
- (2) On January 3, 2011, the reporting person was granted an option to purchase 30,000 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 determined to have been met on 3/1/12, resulting in vesting of the option with respect to 20,000 shares. The remainder of the option

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vested with respect to 10,000 shares on 8/21/12 when the performance criteria for the final one-third of the options were determined to have been met.

(3) The option vests in four equal annual installments beginning on March 5, 2014.

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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