

NATURES SUNSHINE PRODUCTS INC
 Form 4
 February 17, 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 *
HINCKLEY RICHARD G

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)
 02/15/2005

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

C/O 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. Code	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 Ownership (Instr. 4)
				V	Amount or Price			
Common Stock	02/15/2005		M	5,000	A \$ 8.375	5,000	D	
Common Stock	02/15/2005		M	5,000	A \$ 8	10,000	D	
Common Stock	02/15/2005		M	5,000	A \$ 7.563	15,000	D	
Common Stock	02/15/2005		M	5,000	A \$ 9	20,000	D	
	02/15/2005		S	8,551	D \$ 20	11,449	D	

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Common Stock							
Common Stock	02/15/2005	S	400	D	\$ 20.03	11,049	D
Common Stock	02/15/2005	S	200	D	\$ 20.04	10,849	D
Common Stock	02/15/2005	S	100	D	\$ 20.05	10,749	D
Common Stock	02/15/2005	S	99	D	\$ 20.09	10,650	D
Common Stock	02/15/2005	S	100	D	\$ 20.21	10,550	D
Common Stock	02/15/2005	S	250	D	\$ 20.22	10,300	D
Common Stock	02/15/2005	S	500	D	\$ 20.34	9,800	D
Common Stock	02/15/2005	S	100	D	\$ 20.35	9,700	D
Common Stock	02/15/2005	S	200	D	\$ 20.36	9,500	D
Common Stock	02/15/2005	S	200	D	\$ 20.37	9,300	D
Common Stock	02/15/2005	S	200	D	\$ 20.4	9,100	D
Common Stock	02/15/2005	S	100	D	\$ 20.46	9,000	D
Common Stock	02/15/2005	S	100	D	\$ 20.47	8,900	D
Common Stock	02/15/2005	S	500	D	\$ 20.55	8,400	D
Common Stock	02/15/2005	S	2,781	D	\$ 20.6	5,619	D
Common Stock	02/15/2005	S	100	D	\$ 20.61	5,519	D
Common Stock	02/15/2005	S	400	D	\$ 20.63	5,119	D
Common Stock	02/15/2005	S	619	D	\$ 20.64	4,500	D
Common Stock	02/15/2005	S	2,300	D	\$ 20.65	2,200	D
	02/15/2005	S	200	D		2,000	D

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Common Stock						\$ 20.66		
Common Stock	02/15/2005		S	100	D	\$ 20.69	1,900	D
Common Stock	02/15/2005		S	800	D	\$ 20.7	1,100	D
Common Stock	02/15/2005		S	300	D	\$ 20.71	800	D
Common Stock	02/15/2005		S	200	D	\$ 20.72	600	D
Common Stock	02/15/2005		S	100	D	\$ 20.73	500	D

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option - Right to buy	\$ 8.375	02/15/2005		M	5,000	12/14/2002 12/14/2005	Common Stock	5,000
Option - Right to buy	\$ 8	02/15/2005		M	5,000	04/25/2003 04/25/2006	Common Stock	5,000
Option - Right to buy	\$ 7.563	02/15/2005		M	5,000	07/26/2003 07/26/2006	Common Stock	5,000
Option - Right to buy	\$ 9	02/15/2005		M	5,000	02/23/2003 02/23/2006	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HINCKLEY RICHARD G C/O NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH PROVO, UT 84606	X			

Signatures

/s/Richard
Hinckley

02/17/2005

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).

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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