

USANA HEALTH SCIENCES INC
 Form 4
 August 17, 2016

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

 (Last) (First) (Middle)
3838 WEST PARKWAY BLVD.

 (Street)
SALT LAKE CITY, UT 84120

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
USANA HEALTH SCIENCES INC [USNA]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operations Officer

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	08/15/2016		M		1,513 (1)	A	\$ 57.62 1,513 D
Common Stock	08/15/2016		S		1,513 (2)	D	\$ 132.016 0 D
Common Stock	08/15/2016		M		3,787 (1)	A	\$ 57.62 3,787 D
Common Stock	08/15/2016		S		3,787 (3)	D	\$ 131.7503 0 D
Common Stock	08/16/2016		M		3,804	A	\$ 57.62 3,804 D

Common Stock 08/16/2016 S 3,804 D 130.7053 0 D
 \$ (4)

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)	Amount or Number of Shares
Stock Settled Stock Appreciation Rights	\$ 57.62	08/15/2016		M	2,686	08/15/2016 03/15/2018	Common Stock	2,686
Stock Settled Stock Appreciation Rights	\$ 57.62	08/15/2016		M	6,731	08/15/2016 03/15/2018	Common Stock	6,731
Stock Settled Stock Appreciation Rights	\$ 57.62	08/16/2016		M	6,833	08/15/2016 03/15/2018	Common Stock	6,833

Reporting Owners

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

Signatures

Jim Brown

08/17/2016

**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 \$132.0160. Price range in multiple transactions was \$132 to \$132.075 inclusively.
- (3) Weighted average price \$131.7503. Price range in multiple transactions was \$131.75 to \$131.76 inclusively.
- (4) Weighted average price \$130.7053. Price range in multiple transactions was \$130.34 to \$131.215 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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