

NATURAL HEALTH TRENDS CORP
Form 144
December 16, 2008

OMB APPROVAL

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

NAME OF ISSUER (Please type or

Natural Health Trends Corp.

(b) IRS IDENT. NO.

59-2705336

(c)
S.E.C.
FILE
NO.

0-26272

ADDRESS STREET

R

CITY STATE

ZIP (e) TELEPHONE
CODE
AREA NUMBER
CODE

2050 Diplomat Drive

Dallas Texas

752942

241-40

NAME OF ISSUER (b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS STREET CITY STATE ZIP CODE

NAME OF THE SECURITY IS SOLD

Wallace

N/A

Officer

2050 Diplomat Drive Dallas Texas

INSTRUCTION : The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY Broker-Dealer File Number | (c) | (d) | (e) | (f) |
|--|--|---|---|--|---|
| | | Number of Shares or Other Units To Be Sold (See instr. 3(c)) | Aggregate Market Value (See instr. 3(d)) | Number of Shares or Other Units Outstanding (See instr. 3(e)) | Approximate Date of Sale (See instr. 3(f)) (MO. DAY YEAR) |
| Trade N. Glebe Road, 11 th Floor Arlington, Virginia 22203 | | 583 | \$ 204.13 (per 12/15/08 closing price) | ***** | 12/16/08 |
| Trade N. Glebe Road, 11 th Floor Arlington, Virginia 22203 | | 140 | \$ 49.00 (per 12/15/08 closing price) | ***** | 12/16/08 |
| Trade N. Glebe Road, 11 th Floor Arlington, Virginia 22203 | | 467 | \$ 583.45 (per 12/15/08 closing price) | ***** | 12/16/08 |
| Trade N. Glebe Road, 11 th Floor Arlington, Virginia 22203 | | 117 | \$ 40.87 (per 12/15/08 closing price) | ***** | 12/16/08 |

N. Glebe Road, 11th Floor
 Arlington, Virginia 22203

(per
 12/15/08
 closing
 price)

Trade

1202 \$877.98

12/16/08

N. Glebe Road, 11th Floor
 Arlington, Virginia 22203

(per
 12/15/08
 closing
 price)

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's I.R.S. identification number, if such person is an entity
- (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any of the purchase price or other consideration therefor:

| Class of Security | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|-------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Common Stock | April 21, 2007 | Grant of Restricted Stock | Natural Health Trends Corp. | 25,000 | N/A | N/A |
| Common Stock | June 26, 2007 | Grant of Restricted Stock | Natural Health Trends Corp. | 6,000 | N/A | N/A |
| Common Stock | Dec. 31, 2007 | Grant of Restricted Stock | Natural Health Trends Corp. | 5,000 | N/A | N/A |
| Common Stock | March 15, 2008 | Grant of Restricted Stock | Natural Health Trends Corp. | 20,000 | N/A | N/A |
| Common Stock | Nov. 13, 2008 | Grant of Restricted Stock | Natural Health Trends Corp. | 51,500 | N/A | N/A |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Acquired | Gross Proceeds |
|----------------------------|--------------------------|--------------|-------------------------------|----------------|
|----------------------------|--------------------------|--------------|-------------------------------|----------------|

REMARKS: The shares covered by this Form 144 are being sold pursuant to Rule 10b5-1(c) sales plans dated June 15, 2007, September 12, 2007, June 6, 2008, and December 15, 2008, respectively,

and the representation below regarding the seller's knowledge of material information speaks as of that plan adoption dates for the sales covered by those plans. The proceeds derived from the sale of shares covered by this Form 144 will be applied to the payment of taxes resulting from the vesting of certain of the above referenced shares of restricted stock. The exact number of shares to be sold as indicated in Item 3(c) above is subject to the actual price per share at which shares are sold to generate the proceeds required to pay taxes.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

December 16, 2008

/s/ Gary C. Wallace

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)