

HOGGE DAREN G
Form 4
November 09, 2004

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 *
HOGGE DAREN 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)
11/05/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec. VP, President-Int'l Div.

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount or Price	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)
Common Stock	11/05/2004		M	14,700	A	\$ 7.75	14,700	D ⁽¹⁾	
Common Stock	11/05/2004		S	6,800	D	\$ 15.75	7,900	D	
Common Stock	11/05/2004		S	100	D	\$ 15.76	7,800	D	
Common Stock	11/05/2004		S	300	D	\$ 15.77	7,500	D	
	11/05/2004		S	600	D		6,900	D	

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Common Stock					\$ 15.78		
Common Stock	11/05/2004	S	100	D	\$ 15.79	6,800	D
Common Stock	11/05/2004	S	6,700	D	\$ 15.8	100	D
Common Stock	11/05/2004	S	100	D	\$ 15.85	0	D
Common Stock	11/08/2004	M	10,300	A	\$ 7.75	10,300	D
Common Stock	11/08/2004	S	10,300	D	\$ 15.75	0	D

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)	8. Amount or Number of Shares
Option-Right to buy	\$ 7.75	11/05/2004		M	14,700	10/19/2002 10/19/2005	Common Stock	14,700
Option-Right to buy	\$ 7.75	11/08/2004		M	10,300	10/19/2002 10/19/2005	Common Stock	10,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGGE DAREN G NATURE'S SUNSHINE PRODUCTS, INC. 75 EAST 1700 SOUTH			Exec. VP, President-Int'l Div.	

PROVO, UT 84606

Signatures

/s/Daren G.
Hogge

11/09/2004

__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 reporting person is also the indirect beneficial owner of 2,313 shares held in the reporting person's 401(k) plan account.

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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