

NATURES SUNSHINE PRODUCTS INC
 Form 4
 July 27, 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 *
 HUGHES EUGENE L

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)
 07/26/2005

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

NATURES SUNSHINE PRODUCTS, 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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/26/2005		M		21,200 A \$ 7.75	37,535	D (1) (2)
Common Stock	07/26/2005		S		10,787 D \$ 19.6	26,748	D (1) (2)
Common Stock	07/26/2005		S		5,813 D \$ 19.65	20,935	D (1) (2)
Common Stock	07/26/2005		S		600 D \$ 19.66	20,335	D (1) (2)
	07/26/2005		S		100 D	20,235	D (1) (2)

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Common Stock					\$				19.67	
Common Stock	07/26/2005		S	100	D	\$	20,135		19.68	D <u>(1)</u> <u>(2)</u>
Common Stock	07/26/2005		S	3,800	D	\$	16,335		19.69	D <u>(1)</u> <u>(2)</u>

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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Option - Right to Buy	\$ 7.75	07/26/2005		M	21,200	10/19/2002 10/19/2005	Common Stock	21,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES EUGENE L NATURES SUNSHINE PRODUCTS 75 EAST 1700 SOUTH PROVO, UT 84606	X	X		
HUGHES KRISTINE F NATURES SUNSHINE PRODUCTS 75 EAST 1700 SOUTH PROVO, UT 84606	X	X		

Signatures

/s/Eugene L.
Hughes 07/27/2005

__Signature of
Reporting Person Date

/s/Kristine F.
Hughes 07/27/2005

__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).

- Kristine F. Hughes and Eugene L. Hughes are also the indirect beneficial owners of 1,301,606 shares held in revocable family trusts for
- (1) the benefit of themselves and their children, of which they are trustees, and 101,577 shares allocated to Mr. Hughes's 401(k) plan account. In addition, Kristine Hughes is the indirect beneficial owner of 16,335 shares owned directly by Eugene L. Hughes.
 - (2) Owned directly by Eugene L. Hughes and indirectly by Kristine F. Hughes, Mr. Hughes's spouse.

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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