

BATY JOSEPH W
Form 4
January 04, 2019

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 *
BATY JOSEPH W

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)
2901 W. BLUEGRASS BLVD. #100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

LEHI, UT 84043
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares	10/31/2017		F	3,806 (1) D \$ 9.9	56,790	D	
Common Shares	10/31/2018		F	3,806 (2) D \$ 8.85	52,984	D	
Common Shares	01/02/2019		F	1,904 (3) D \$ 8.29	51,080	D	
Common Shares	01/02/2019		A	13,334 (4) A \$ 8.29	64,414	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BATY JOSEPH W
2901 W. BLUEGRASS BLVD. #100
LEHI, UT 84043

EVP & Chief Financial Officer

Signatures

Joseph W. Baty 01/04/2019

**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) Represents shares of NATR common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on October 31, 2016. The number of shares withheld was determined on October 31, 2017, based on the closing price of NATR common stock on that date.

(2) Represents shares of NATR common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on October 31, 2016. The number of shares withheld was determined on October 31, 2018, based on the closing price of NATR common stock on that date.

(3) Represents shares of NATR common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on January 1, 2017. The number of shares withheld was determined on January 2, 2019, based on the closing price of NATR common stock on that date.

(4)

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These shares are in the form of restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. These RSUs vest in three equal annual installments beginning on January 2, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.