NATURES SUNSHINE PRODUCTS INC
Form 3
March 25, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â TRIPP MATTHEW L
(Last) (First) (Middle)

C/O NATURE'S SUNSHINE PRODUCTS, INC.,Â 2500 WEST EXECUTIVE PARKWAY, SUITE 100
(Street)

LEHI,Â UTÂ 84043
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/20/2014

3. Issuer Name **and** Ticker or Trading Symbol
NATURES SUNSHINE PRODUCTS INC [NATR]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
VP & Chief Scientific Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,834 (1)	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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 II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	05/06/2023	Common Stock	50,000 (2)	$ 13.13	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/11/2024	Common Stock	17,500 (3)	$ 15.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIPP MATTHEW L C/O NATURE'S SUNSHINE PRODUCTS, INC. 2500 WEST EXECUTIVE PARKWAY, SUITE 100 LEHI,Â UTÂ 84043	Â	Â	Â VP & Chief Scientific Officer	Â

Signatures

/s/ Richard Strulson Richard D. Strulson as attorney-in-fact for Matthew L. Tripp — 03/20/2014

**Signature of Reporting Person — Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock unit vests in four equal annual installments beginning on February 11, 2015.

(2) The option vests in three equal annual installments beginning on May 6, 2014.

(3) The option vests in four equal annual installments beginning on February 11, 2015.

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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