

NATURES SUNSHINE PRODUCTS INC

Form 4

May 17, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Number: 3235-0287Expires: January 31,
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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 *
WEIR CANDACE K2. 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)

9 ELK ST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2010☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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

ALBANY, NY 12207

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2010		S		2,600	D	\$ 12.52 (1)	1,415,970	I	By Paradigm Capital Management (3)
Common Stock	05/14/2010		S		1,766	D	\$ 12.54 (2)	1,414,204	I	By Paradigm Capital Management (3)

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
WEIR CANDACE K 9 ELK ST ALBANY, NY 12207	X			

Signatures

/s/ Jamon Jarvis, as attorney-in-fact for Candace K.
Weir 05/17/2010

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.50 to \$12.58, inclusive. The reporting person undertakes to provide Nature's Sunshine Products, Inc., any security holder of Nature's Sunshine Products, Inc., or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.50 to \$12.58, inclusive. The reporting person undertakes to provide Nature's Sunshine Products, Inc., any security holder of Nature's Sunshine Products, Inc., or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) The shares are beneficially owned by Paradigm Capital Management, Inc. ("Paradigm"), which has sole voting and dispositive power over the shares. As a director and president of Paradigm, Ms. Weir may be deemed to beneficially own, and to have sole voting and dispositive power over, such shares. Ms. Weir disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

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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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