

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-10**

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ISSUER

NATURES SUNSHINE PRODUCTS INC

CIK: **275053** | IRS No.: **870327982** | State of Incorporation: **UT** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
75 EAST 1700 SOUTH
PROVO UT 84606

Business Address
75 E 1700 SOUTH
PROVO UT 84606
8013424300

REPORTING OWNER

FRANCIS PAULINE HUGHES

CIK: **1254695**
Type: **4** | Act: **34** | File No.: **000-08707** | Film No.: **04970363**

Mailing Address
PARSONS BEHLE & LATIMER
333 SOUTH 520 WEST STE
220
LINDON UT 84042

Business Address
PARSONS BEHLE & LATIMER
333 SOUTH 520 WEST STE
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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

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

1. Name and Address of Reporting Person FRANCIS PAULINE HUGHES			2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O NATURE'S SUNSHINE PRODUCTS, INC., 75 EAST 1700 SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2004		M		600	A	\$8.4848	600	D ⁽¹⁾	
Common Stock	08/10/2004		S		600	D	\$14.86	0	D	
Common Stock	08/11/2004		M		900	A	\$8.4848	900	D	
Common Stock	08/11/2004		S		900	D	\$14.94	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Option - Right to buy	\$8.4848	08/10/2004		<u>M</u>			600	12/16/1996	12/16/2004	Common Stock	600	\$ 0	32,400	D	
Option - Right to buy	\$8.4848	08/11/2004		<u>M</u>			900	12/16/1996	12/16/2004	Common Stock	900	\$ 0	31,500	D	

Explanation of Responses:

1. The reporting person is also the indirect beneficial owner of 1,134,559 shares owned by a family trust of which the reporting person is trustee and a beneficiary, 19,141 shares owned by an annuity trust of which the reporting person is trustee and 878,439 shares owned by a family limited partnership in which the reporting person is a general partner.

Signatures

/s/ Pauline Hughes Francis

** Signature of Reporting Person

08/12/2004

Date

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

* 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).

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

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 Number.