BATY JOSEPH W Form 4 December 27, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BATY JOSEPH W

NATURES SUNSHINE PRODUCTS INC [NATR]

(Instr. 8)

10% Owner

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director X_ Officer (give title Other (specify below)

2901 W. BLUEGRASS BLVD. #100 12/21/2018

EVP & Chief Financial Officer

4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LEHI, UT 84043

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

or

(Instr. 3, 4 and 5)

Common Shares

(Instr. 3)

60,596

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

Persons who respond to the collection of SEC 1474 information contained in this form are not 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)

(9-02)

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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Units	<u>(1)</u>	12/21/2018		A	36,000	<u>(1)</u>	12/04/2021	Common Shares	36,00

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

EVP & Chief Financial Officer

Signatures

Joseph W. Baty 12/21/2018 **Signature of Date Reporting Person

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).

These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending December 4, 2021. PRSUs vest in six equal installments at each of the six following stock price milestones: \$11.77; \$14.48; \$17.20; \$19.91; \$22.63; and \$25.34.

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.

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