

Bunker Stephen M
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Bunker Stephen M

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)
2500 WEST EXECUTIVE PARKWAY, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO, Treasurer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|----------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.37 | 03/01/2012 | A | | 44,000 <u>(1)</u> | | <u>(1)</u> | 05/10/2020 | Common Stock | 44,000 |
| Employee Stock Option (Right to Buy) | \$ 8.88 | 03/01/2012 | A | | 30,000 <u>(2)</u> | | <u>(2)</u> | 01/03/2021 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 14.98 | 03/05/2013 | A | | 26,250 <u>(3)</u> | | <u>(3)</u> | 03/04/2023 | Common Stock | 26,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bunker Stephen M
2500 WEST EXECUTIVE PARKWAY, SUITE 100
LEHI, UT 84043

EVP, CFO, Treasurer

Signatures

/s/ Jamon Jarvis as attorney-in-fact for Stephen M.
Bunker

03/07/2013

**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) On May 10, 2010, the reporting person was granted an option to purchase 44,000 shares of common stock. The option vests in three equal installments based on satisfaction of certain performance criteria. The performance criteria for two-thirds of the options were determined to have been met on 3/1/12, resulting in vesting of the option with respect to 29,334 shares. The remainder of the option vested with respect to 14,666 shares on 8/21/12 when the performance criteria for the final one-third of the grant was determined to have been met.
- (2) On January 3, 2011, the reporting person was granted an option to purchase 30,000 shares of common stock. The option vests in three equal installments based on satisfaction of certain performance criteria. The performance criteria for two-thirds of the options were

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determined to have been met on 3/1/12, resulting in vesting of the option with respect to 20,000 shares. The remainder of the option vested with respect to 10,000 shares on 8/21/12 when the performance criteria for the final one-third of the grant was determined to have been met.

(3) The option vests in four equal annual installments beginning on March 5, 2014.

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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