

Brown Jim
Form 4
August 23, 2017

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 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 *
Brown Jim

2. Issuer Name and Ticker or Trading Symbol
USANA HEALTH SCIENCES INC
[USNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3838 WEST PARKWAY BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2017

____ Director
 Officer (give title below) _____ Other (specify below)
President & COO

SALT LAKE CITY, UT 84120

(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 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 | 08/21/2017 | | M | | 2,175 (1) | A | \$ 28.81 2,175 D |
| Common Stock | 08/21/2017 | | S | | 2,175 | D | \$ 57.8 0 D |
| Common Stock | 08/22/2017 | | M | | 10,540 (1) | A | \$ 28.81 10,540 D |
| Common Stock | 08/22/2017 | | S | | 10,540 | D | \$ 59 0 D |
| Common Stock | 08/23/2017 | | M | | 3,859 (1) | A | \$ 28.81 3,859 D |

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Common Stock 08/23/2017 S 3,859 D \$ 59.0001 0 D (2)

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

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(9-02)

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Settled Stock Appreciation Rights | \$ 28.81 | 08/21/2017 | | M | 4,360 | 08/15/2016 03/15/2018 | Common Stock | 4,360 |
| Stock Settled Stock Appreciation Rights | \$ 28.81 | 08/22/2017 | | M | 20,599 | 08/15/2016 03/15/2018 | Common Stock | 20,599 |
| Stock Settled Stock Appreciation Rights | \$ 28.81 | 08/23/2017 | | M | 7,541 | 08/15/2016 03/15/2018 | Common Stock | 7,541 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Jim 3838 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84120 | | | President & COO | |

Signatures

James Bramble, as attorney
in fact

08/23/2017

__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 shares acquired resulted from reporting person's settlement of the stock-settled stock appreciation rights disclosed in Table-II
 - (2) Weighted average price \$59.0001. Price range in multiple transactions was \$59.00 to \$59.25 inclusively.

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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