

HOGGE DAREN G

Form 4

November 24, 2004

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOGGE DAREN G

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2004

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, President - Int'l. Div.

C/O NATURE'S SUNSHINE
PRODUCTS, INC., 75 EAST 1700
SOUTH

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	11/22/2004		M		20,030	A	\$ 7.688	20,030	D ⁽¹⁾	
Common Stock	11/22/2004		S		8,000	D	\$ 16.3	12,030	D	
Common Stock	11/22/2004		S		300	D	\$ 16.32	11,730	D	
Common Stock	11/22/2004		S		500	D	\$ 16.34	11,230	D	
	11/22/2004		S		100	D		11,130	D	

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Common Stock					\$ 16.35		
Common Stock	11/22/2004	S	600	D	\$ 16.37	10,530	D
Common Stock	11/22/2004	S	500	D	\$ 16.44	10,030	D
Common Stock	11/22/2004	S	10,030	D	\$ 16.45	0	D

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to buy	\$ 7.688	11/22/2004		M		20,030		02/06/2002	02/06/2007	Common Stock	20,030

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOGGE DAREN G
C/O NATURE'S SUNSHINE PRODUCTS, INC.
75 EAST 1700 SOUTH
PROVO, UT 84606

EVP, President - Int'l. Div.

Signatures

/s/Daren G.
Hogge

11/23/2004

**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 reporting person is also the indirect beneficial owner of 2,313 shares held in the reporting person's 401(k) plan account.

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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