

USANA HEALTH SCIENCES INC
 Form 4
 November 12, 2015

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 *
Stambaugh Rick

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 W PARKWAY BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

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 or Price | | |
| Common Stock | 11/09/2015 | | M | | 1,000 (1) | A | \$ 45.91 1,000 D |
| Common Stock | 11/09/2015 | | S | | 1,000 | D | \$ 135 0 D |
| Common Stock | 11/09/2015 | | M | | 2,053 (1) | A | \$ 45.91 2,053 D |
| Common Stock | 11/09/2015 | | S | | 2,053 | D | \$ 130.2384 0 D (2) |
| Common Stock | 11/10/2015 | | M | | 200 (1) | A | \$ 45.91 200 D |

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Common Stock 11/10/2015 S 200 D \$ 130 0 D

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 Appreciations Rights | \$ 45.91 | 11/09/2015 | | M | 1,516 | 10/22/2017 04/22/2018 | Common Stock | 1,516 |
| Stock-Settled Stock Appreciations Rights | \$ 45.91 | 11/09/2015 | | M | 3,174 | 10/22/2017 04/22/2018 | Common Stock | 3,174 |
| Stock-Settled Stock Appreciations Rights | \$ 45.91 | 11/10/2015 | | M | 310 | 10/22/2017 04/22/2018 | Common Stock | 310 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stambaugh Rick 3838 W PARKWAY BLVD SALT LAKE CITY, UT 84120 | | | Chief Information Officer | |

Signatures

James Bramble, as attorney
in fact.

11/11/2015

__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 the reporting person's settlement of the stock-settled stock appreciation rights disclosed in Table II.
Weighted average price. Price range in multiple transactions was \$130.00 to \$130.51, inclusive. The reporting person undertakes to
- (2) provide USANA Health Sciences, Inc., any security holder thereof or the staff at the Securities and Exchange Commission information regarding the number of shares sold at each price within the ranges set forth.

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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