

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
July 12, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12684

In the Matter of

**NATURE'S SUNSHINE
PRODUCTS, INC.**

Respondent.

**ORDER INSTITUTING PROCEEDINGS
AND NOTICE OF HEARING PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission's ("Commission") public official files disclose that Nature's Sunshine Products, Inc. ("Nature's Sunshine" or "Respondent"), a Utah corporation headquartered in Provo, Utah, manufactures and markets nutritional and personal care products to consumers worldwide through a system of independent direct sales distributors. Nature's Sunshine shares are registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and the company files its annual and quarterly reports on Forms 10-K and 10-Q.

II.

After an investigation, the Division of Enforcement alleges that Nature's Sunshine has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder by: (1) failing to file an Annual Report on Form 10-K since March 16, 2005, when it filed its Annual Report on Form 10-K for the year ended December 31, 2004; and (2) failing to file a Quarterly Report on Form 10-Q containing financial statements which had been reviewed by a registered independent public accountant for any fiscal period subsequent to its fiscal quarter ended June 30, 2005.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted pursuant to Section 12(j) of the Exchange Act to determine:

A. Whether the allegations contained in Section II. above are true and, in connection therewith, afford Respondent an opportunity to establish any defenses to such allegations; and

B. Whether the registration pursuant to Section 12(g) of the Exchange Act of each class of the securities of Nature's Sunshine, identified in Section I., should be suspended for a period not exceeding twelve months, or revoked, pursuant to Section 12(j) of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III. above be held at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice, 17 C.F.R. § 201.360(a)(2).

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris
Secretary