

Brown Jim
Form 4
August 23, 2017

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 *
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 ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President & COO

SALT LAKE CITY, UT 84120

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

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

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