

WILSON MARK H

Form 4

November 01, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON MARK H

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)
10/28/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
E.V.P. of Sales

SALT LAKE CITY, UT 84120

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

(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 Ownership Indirect Beneficial (Instr. 4)
Common Stock	10/28/2010		M	(A) or (D) Amount 24,862 (1)	\$ 26.06	29,862	D
Common Stock	10/28/2010		S	24,862	\$ 44.79 (2)	5,000	D
Common Stock	10/28/2010		M	1,159 (1)	\$ 40.59	6,159	D
Common Stock	10/28/2010		S	1,159	\$ 44.79 (2)	5,000	D
	10/28/2010		M		\$ 37.6	8,721	D

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Common Stock				3,721 (1)			
Common Stock	10/28/2010	S	3,721	D	\$ 44.79 (2)	5,000	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 37.6	10/28/2010		M		24,000		04/26/2007	10/24/2011	Common Stock	24,000
Stock-Settled Stock Appreciation Rights	\$ 40.59	10/28/2010		M		13,200		04/19/2008	10/19/2012	Common Stock	13,200
Stock-Settled Stock Appreciation Rights	\$ 26.06	10/28/2010		M		60,000		07/21/2009	01/21/2014	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON MARK H 3838 WEST PARKWAY BLVD SALT LAKE CITY, UT 84120	E.V.P. of Sales

Signatures

James Bramble, as attorney
in fact

11/01/2010

__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.
- (2) Weighted Average Price. Price Range was \$44.55 to \$44.98.

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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