

USANA HEALTH SCIENCES INC
 Form 4
 May 11, 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 *
Woo Deborah

 (Last) (First) (Middle)
3838 WEST PARKWAY BLVD.

 (Street)
SALT LAKE CITY, UT 84120

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
USANA HEALTH SCIENCES INC [USNA]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Pres. of Asia/Greater China

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 (D) Price			
Common Stock	05/08/2015		M	5,319 ⁽¹⁾ A \$ 35.47	5,319	D	
Common Stock	05/08/2015		S	5,319 D \$ 124.0982 ⁽²⁾	0	D	
Common Stock	05/11/2015		M	8,960 ⁽¹⁾ A \$ 35.47	8,960	D	
Common Stock	05/11/2015		S	8,960 D \$ 124	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 Appreciation Rights	\$ 35.47	05/08/2015		M	7,450	04/27/2014 10/27/2015	Common Stock	7,450
Stock-Settled Stock Appreciation Rights	\$ 35.47	05/11/2015		M	12,550	04/27/2014 10/27/2015	Common Stock	12,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woo Deborah 3838 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84120			Pres. of Asia/Greater China	

Signatures

James Bramble, as attorney in fact. 05/11/2015

__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.

(2) Weighted average price. Price range in multiple transactions was \$124.00 to \$125.00, inclusive.

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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