

Brown Jim
Form 4
February 06, 2019

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 *
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)
02/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 (A) or (D) Price			
Common Stock	02/05/2019		M	2,356 A \$ 117.19	3,706	D	
Common Stock	02/05/2019		F	1,045 D \$ 117.19	2,661	D	
Common Stock	02/06/2019		M	1,373 A \$ 117.19	4,034	D	
Common Stock	02/06/2019		F	609 D \$ 102.81	3,425	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(1)	02/04/2019		A	7,753	(2) (2)	Common Stock	7,753
Restricted Stock Units	(1)	02/04/2019		A	2,466	(3) (3)	Common Stock	2,466
Restricted Stock Units	(1)	02/05/2019		M	2,356	(4) (4)	Common Stock	2,356
Restricted Stock Units	(1)	02/06/2019		M	1,373	(5) (5)	Common Stock	1,373

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

Josh Foukas, as attorney in fact. 02/06/2019

__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) Each restricted stock unit represents a contingent right to receive one share of USNA common stock.
- (2) Restricted Stock Units vest 25% on the anniversary of February 4th, 2019.
- (3) Restricted Stock Units vest 65% on the first anniversary of February 4th, 2019 and vest 35% on the second anniversary of February 4th, 2019.
- (4) Restricted Stock Units vest 25% on the anniversary of February 5th, 2018.
- (5) On May 1st, 2017, the reporting person was granted restricted stock units, vesting at 25% on each 6th of February thereafter.

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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