

WILSON MARK H
Form 4
November 01, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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

(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 or Price (A) or (D) | | | | | |
| Common Stock | 10/28/2010 | | M | | 24,862 (1) | A | \$ 26.06 | 29,862 | D | |
| Common Stock | 10/28/2010 | | S | | 24,862 | D | \$ 44.79 (2) | 5,000 | D | |
| Common Stock | 10/28/2010 | | M | | 1,159 (1) | A | \$ 40.59 | 6,159 | D | |
| Common Stock | 10/28/2010 | | S | | 1,159 | D | \$ 44.79 (2) | 5,000 | D | |
| | 10/28/2010 | | M | | | A | \$ 37.6 | 8,721 | D | |

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| | | | | | | | | | |
|-----------------|------------|--|---|--|------------|---|-------------|-------|---|
| Common Stock | | | | | 3,721 | | | | |
| | | | | | <u>(1)</u> | | | | |
| Common Stock | 10/28/2010 | | S | | 3,721 | D | \$ 44.79 | 5,000 | D |
| | | | | | | | <u>(2)</u> | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 (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) | 8. Amount or Number of Shares |
|---|---|---|---|---|--|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 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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