

USANA HEALTH SCIENCES INC  
 Form 4  
 December 05, 2006

**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 \*  
**WENTZ DAVE**

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)  
**12/01/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President**

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Filing Date |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------------|

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| (Instr. 3)                                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |        |                     |                    |                 |                                     |  |  |
|--|------------------------------------|------------------|------------|--|-----|--------|---------------------|--------------------|-----------------|-------------------------------------|--|--|
|  |                                    |                  | Code       | V  | (A) | (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |  |
| Prepaid<br>variable<br>forward<br>contract | (1) (2)                            | 12/01/2006       | J(1)(2)    |  |     | 50,000 | (1)(2)              | (1)(2)             | Common<br>Stock | 50,000                              |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| WENTZ DAVE<br>3838 WEST PARKWAY BLVD<br>SALT LAKE CITY, UT 84120 |               |           | President |       |

## Signatures

David A. Wentz                      12/05/2006  
 \_\_Signature of                      Date  
 Reporting Person

## 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) On December 1, 2006, Dave Wentz entered into a prepaid variable forward contract (the "Contract") with an unaffiliated third party buyer (the "Buyer"). Pursuant to the Contract, Mr. Wentz has pledged 50,000 shares of common stock of USANA Health Sciences, Inc. to secure his obligation to deliver up to 50,000 shares of common stock on March 31, 2009 (the "Valuation Date"). In exchange, Mr. Wentz will receive \$1,673,399, representing 69.58% of the value of the shares on the contract date.
- (continuation of prior footnote) The actual number of shares Mr. Wentz is obligated to deliver in 2009 varies based on the closing price (the "Final Price") of the common stock on the Valuation Date, as follows: (i) if the Final Price is at or above \$68.0856 per share (the "Cap Price"), Mr. Wentz is obligated to deliver a number of shares determined by reference to a formula specified in the Contract, (ii) if (2) the Final Price is between \$38.48 per share (the "Floor Price") and the Cap Price, Mr. Wentz is obligated to deliver a number of shares determined by reference to a formula specified in the Contract and (iii) if the Final Price is at or below the Floor Price, Mr. Wentz is obligated to deliver 50,000 shares. At Mr. Wentz' option, he may deliver cash in an amount equal to the value of the required number of shares of common stock to be delivered on the Valuation Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.