

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * COOPER FRED W			2. Issuer Name and Ticker or Trading Symbol USANA HEALTH SCIENCES INC [USNA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ President and COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2010			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
3838 WEST PARKWAY BLVD			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
SALT LAKE CITY, UT 84120								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2010		M		27,348 (1)	A	\$ 26.06	27,348	D	
Common Stock	10/28/2010		S		27,348 (2)	D	\$ 44.8	0	D	
Common Stock	10/28/2010		M		1,159 (1)	A	\$ 40.59	1,159	D	
Common Stock	10/28/2010		S		1,159 (2)	D	\$ 44.8	0	D	
Common Stock	10/28/2010		M		3,721 (1)	A	\$ 37.60	3,721	D	
Common Stock	10/28/2010		S		3,721 (2)	D	\$ 44.8	0	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		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	\$ 0	6,000	D	
Stock-Settled Stock Appreciation Rights	\$ 40.59	10/28/2010		M		13,200	04/19/2008	10/19/2012	Common Stock	13,200	\$ 0	8,800	D	
Stock-Settled Stock Appreciation Rights	\$ 26.06	10/28/2010		M		66,000	07/21/2009	01/21/2014	Common Stock	66,000	\$ 0	99,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER FRED W 3838 WEST PARKWAY BLVD SALT LAKE CITY, UT 84120			President and COO	

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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