

NU SKIN ENTERPRISES INC
Form 4
May 23, 2005

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 *
DORNY D MATTHEW

2. Issuer Name and Ticker or Trading Symbol
**NU SKIN ENTERPRISES INC
[NUS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Vice President / General Counsel

**C/O NU SKIN ENTERPRISES,
INC., 75 WEST CENTER STREET**

(Street)

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

PROVO 84601

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/20/2005		M	1,000	D \$ 12.45	1,614 ⁽²⁾	D
Class A Common Stock	05/20/2005		M	4,000	D \$ 12.45	5,614	D
Class A Common Stock	05/20/2005		S ⁽¹⁾	2,336	D \$ 22.06	3,278	D
Class A Common Stock	05/20/2005		S ⁽¹⁾	1,300	D \$	1,978	D

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Common Stock						22.09	
Class A Common Stock	05/20/2005		S ⁽¹⁾	100	D	\$ 22.11	1,878 ⁽³⁾ 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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 6.56					08/31/2001 ⁽⁵⁾	08/31/2010	Class A Common Stock	1,250
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 8.2					02/28/2002 ⁽⁵⁾	02/28/2011	Class A Common Stock	2,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 12.45					⁽⁶⁾	08/31/2009	Class A Common Stock	5,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 12.45					08/31/2002 ⁽⁵⁾	08/31/2011	Class A Common Stock	2,500
	\$ 12.45					04/19/2003 ⁽⁵⁾	04/19/2012		2,500

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Employee Stock Option (right to buy) ⁽⁴⁾								Class A Common Stock	
Employee Stock Option (right to buy)	\$ 12.45	05/20/2005	M	4,000	⁽⁶⁾	05/26/2008		Class A Common Stock	4,000
Employee Stock Option (right to buy)	\$ 12.45	05/20/2005	M	1,000	⁽⁶⁾	08/21/2008		Class A Common Stock	1,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 12					09/03/2003 ⁽⁵⁾	09/03/2012	Class A Common Stock	3,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 9.04					03/10/2004 ⁽⁵⁾	03/10/2013	Class A Common Stock	12,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 11.5					09/02/2004 ⁽⁵⁾	09/02/2013	Class A Common Stock	12,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 19.15					02/27/2005 ⁽⁵⁾	02/27/2014	Class A Common Stock	12,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 26.13					09/01/2005 ⁽⁵⁾	09/01/2014	Class A Common Stock	12,500
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 22.33					02/28/2006 ⁽⁵⁾	02/28/2015	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORNY D MATTHEW C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO 84601			Vice President	General Counsel

Signatures

D. Matthew
Dorny

05/23/2005

**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) Sale pursuant to a 10b5-1 plan adopted by the Reporting Person.
- (2) Updated to reflect shares acquired under the Company's Employee Stock Purchase Plan which are exempt from filing.
- (3) Represents number of shares beneficially owned as of May 20, 2005.
- (4) Previously reported.
- (5) Becomes exercisable in four equal annual installments beginning one year from the date of grant.
- (6) Currently exercisable in full.
- (7) Price not applicable.

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.