

NU SKIN ENTERPRISES INC
Form 4
April 18, 2006

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 *
CHANG JOSEPH Y

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)
04/17/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Scientific Officer

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)		
				Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	04/17/2006		A		58,928 ⁽¹⁾	A	(2)	61,059 ⁽³⁾	D

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)

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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
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 6.84					⁽⁵⁾ 04/01/2007	Class A Common Stock	6,581
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 8					⁽⁵⁾ 04/11/2010	Class A Common Stock	14,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 8					⁽⁵⁾ 04/11/2010	Class A Common Stock	20,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 6.56					⁽⁵⁾ 08/31/2010	Class A Common Stock	6,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 8.2					02/28/2002 ⁽⁶⁾ 02/28/2011	Class A Common Stock	6,250
Employee Stock Option (right to buy) ^{(4) (7)}	\$ 12.45					04/19/2003 ⁽⁶⁾ 04/19/2012	Class A Common Stock	12,500
Employee Stock Option (right to	\$ 12.45					⁽⁵⁾ 08/31/2011	Class A Common Stock	12,500

buy) <u>(4)</u> <u>(7)</u>					
Employee Stock Option (right to buy) <u>(4)</u> <u>(7)</u>	\$ 12.45	04/19/2003 ⁽⁵⁾	08/31/2009	Class A Common Stock	25,000
Employee Stock Option (right to buy) <u>(4)</u>	\$ 12	09/03/2003 ⁽⁶⁾	09/03/2012	Class A Common Stock	12,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 9.04	03/10/2004 ⁽⁶⁾	03/10/2013	Class A Common Stock	12,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 11.5	09/02/2004 ⁽⁶⁾	09/02/2013	Class A Common Stock	17,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 19.15	02/27/2005 ⁽⁶⁾	02/27/2014	Class A Common Stock	17,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 26.13	09/01/2005 ⁽⁶⁾	09/01/2014	Class A Common Stock	17,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 22.33	02/28/2006 ⁽⁶⁾	02/28/2015	Class A Common Stock	17,500
Employee Stock Option (right to buy) <u>(4)</u>	\$ 21.34	08/31/2006 ⁽⁶⁾	08/31/2015	Class A Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

CHANG JOSEPH Y
C/O NU SKIN ENTERPRISES, INC.
75 WEST CENTER STREET
PROVO 84601

Chief Scientific Officer

Signatures

D. Matthew Dorny as Attorney-in-Fact for Joseph Y.
Chang

04/18/2006

__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) Contingent stock award which will vest and be issued in four equal annual installments beginning on November 1, 2006 and on November 1st in each year thereafter until fully vested.
- (2) Price not applicable.
- (3) Represents number of shares beneficially owned as of April 17, 2006.
- (4) Previously reported.
- (5) Currently exercisable in full.
- (6) Becomes exercisable in four equal annual installments beginning on the date indicated.
- (7) Issued as part of an Option Exchange Offer.

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.