

WOOD RITCH N
Form 4
February 13, 2012

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 *
WOOD RITCH N

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)
02/09/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial 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 (D) Price		
Class A Common Stock	02/09/2012		A	5,000 (1)	A \$ 0 27,544	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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.09	02/09/2012		A	8,750	<u>(2)</u> 03/02/2017	Class A Common Stock	8,750
Employee Stock Option (right to buy)	\$ 31.92	02/09/2012		A	8,750	<u>(2)</u> 02/28/2018	Class A Common Stock	8,750
Employee Stock Option (right to buy)	\$ 54.08	02/09/2012		A	13,750	02/09/2013 ⁽⁵⁾ 02/09/2019	Class A Common Stock	13,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD RITCH N C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO 84601			Chief Financial Officer	

Signatures

/s/Clayton Jones as Attorney-in-Fact for Ritch N. Wood
 02/13/2012
 **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).
- On February 28, 2011, the reporting person was granted restricted stock units, which become eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 9, 2012, the performance criteria were met, resulting in the shares becoming eligible for vesting.

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- (2) Options become exercisable as to 50% on March 2, 2012, and 50% on March 2, 2013.

On March 2, 2010, the reporting person was granted an option to purchase 8,750 shares of Class A Common Stock. The option becomes

- (3) eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 9, 2012, the performance criteria were met, resulting in 8,750 shares becoming eligible for vesting.

On February 28, 2011, the reporting person was granted an option to purchase 8,750 shares of Class A Common Stock. The option

- (4) becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 9, 2012, the performance criteria were met, resulting in 8,750 shares becoming eligible for vesting.

- (5) Becomes exercisable in four equal annual installments, the first of which becomes exercisable on the date indicated.

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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