

NU SKIN ENTERPRISES INC
Form 4
May 31, 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 *
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)
05/26/2006

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
Vice President / Chief Legal 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 05/26/2006 | | A | 1,500 | A <u>1</u> 3,546 <u>(2)</u> <u>(3)</u> | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 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 | | | | | <u>(5)</u> | 08/31/2010 | Class A Common Stock | 1,250 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 8.2 | | | | | <u>(5)</u> | 02/28/2011 | Class A Common Stock | 2,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12.45 | | | | | <u>(5)</u> | 08/31/2009 | Class A Common Stock | 5,000 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12.45 | | | | | <u>(5)</u> | 08/31/2011 | Class A Common Stock | 2,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12.45 | | | | | <u>(5)</u> | 04/19/2012 | Class A Common Stock | 2,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12.45 | | | | | <u>(5)</u> | 05/26/2008 | Class A Common Stock | 4,000 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12.45 | | | | | <u>(5)</u> | 08/21/2008 | Class A Common Stock | 1,000 |

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| | | | | | | | | |
|---|----------|------------|---|-------|---------------------------|------------|----------------------|--------|
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 12 | | | | 09/03/2003 ⁽⁶⁾ | 09/03/2012 | Class A Common Stock | 3,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 9.04 | | | | 03/10/2004 ⁽⁶⁾ | 03/10/2013 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 11.5 | | | | 09/02/2004 ⁽⁶⁾ | 09/02/2013 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 19.15 | | | | 02/27/2005 ⁽⁶⁾ | 02/27/2014 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 26.13 | | | | 09/01/2005 ⁽⁶⁾ | 09/01/2014 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 22.33 | | | | 02/28/2006 ⁽⁶⁾ | 02/28/2015 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 21.34 | | | | 08/31/2006 ⁽⁶⁾ | 08/31/2015 | Class A Common Stock | 12,500 |
| Employee Stock Option (right to buy) | \$ 17.58 | 05/26/2006 | A | 5,000 | 05/26/2007 ⁽⁶⁾ | 05/26/2013 | Class A Common Stock | 5,000 |

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 Chief Legal
Officer

Signatures

D. Matthew 05/31/2006
Dorny

__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) Price not applicable.
- (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 26, 2006.
- (4) Previously reported.
- (5) Currently exercisable in full.
- (6) Becomes exercisable in four equal annual installments beginning one year from the date of grant.

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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