

CONLEE ROBERT S
Form 4
March 02, 2005

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

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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 *
CONLEE ROBERT S

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)
President, North Asia & Japan

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, UT 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)	Amount		
			Code	V	Amount	(D)	Price
Class A Common Stock					198	(1)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy) ⁽²⁾	\$ 6.56					08/31/2001 ⁽³⁾	08/31/2010	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽²⁾	\$ 8.2					02/28/2002 ⁽³⁾	02/28/2011	Class A Common Stock	3,1
Employee Stock Option (right to buy) ⁽²⁾	\$ 12.45					04/19/2003 ⁽⁴⁾	08/31/2011	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽²⁾	\$ 12.45					04/19/2003 ⁽³⁾	04/19/2012	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽²⁾	\$ 12					09/03/2003 ⁽³⁾	09/03/2012	Class A Common Stock	9,3
Employee Stock Option (right to buy) ⁽²⁾	\$ 9.04					03/10/2004 ⁽³⁾	03/10/2013	Class A Common Stock	9,3
Employee Stock Option (right to buy) ⁽²⁾	\$ 10.52					07/24/2004 ⁽³⁾	07/24/2013	Class A Common Stock	75,0
Employee Stock	\$ 17.04					07/24/2004 ⁽³⁾	11/26/2013	Class A Common	100,

Option (right to buy) ⁽²⁾								Stock	
Employee Stock Option (right to buy) ⁽²⁾	\$ 19.15					02/27/2005 ⁽³⁾	02/27/2014	Class A Common Stock	17,500
Employee Stock Option (right to buy) ⁽²⁾	\$ 26.13					09/01/2005 ⁽³⁾	09/01/2014	Class A Common Stock	17,500
Employee Stock Option (right to buy)	\$ 22.33	02/28/2005	A	17,500		02/28/2006 ⁽³⁾	02/28/2015	Class A Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLEE ROBERT S C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO, UT 84601			President, North Asia & Japan	

Signatures

D. Matthew Dorny as Attorney-in-Fact for Robert S. Conlee	03/02/2005
^{**} 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) Represents number of shares beneficially owned as of February 28, 2005.
- (2) Previously Reported
- (3) Becomes exercisable in four equal annual installments beginning on the date indicated.
- (4) 75% is currently exercisable, and 25% becomes exercisable on 08/31/2005. Issued as part of an Option Exchange Offer.
- (5) 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.