

NU SKIN ENTERPRISES INC
 Form 4
 March 17, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
CHANG JOSEPH Y

(Last) (First) (Middle)

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

(Street)

PROVO 84601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 03/13/2014 | | A | 2,500 ⁽¹⁾ | A | \$ 0 | 71,092 D |
| Class A Common Stock | 03/13/2014 | | A | 2,500 ⁽²⁾ | A | \$ 0 | 73,592 D |
| Class A Common Stock | 03/13/2014 | | F | 810 ⁽³⁾ | D | \$ 73.16 | 72,782 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 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) | \$ 54.08 | 03/13/2014 | | A | 3,750 | ⁽⁴⁾ 02/09/2019 | Class A Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 41.27 | 03/13/2014 | | A | 3,750 | ⁽⁴⁾ 02/15/2020 | Class A Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANG JOSEPH Y C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO 84601 | | | Chief Scientific Officer | |

Signatures

Clayton A. Jones as Attorney-in-Fact for Joseph Y. Chang
Date: 03/17/2014

__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 9, 2012, the reporting person was granted restricted stock units, which became eligible for vesting based on Nu Skin

(1) Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in the shares becoming eligible for vesting.

On February 15, 2013, the reporting person was granted restricted stock units, which became eligible for vesting based on Nu Skin

(2) Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in the shares becoming eligible for vesting.

(3) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units.

(4) Options become exercisable as to 50% on March 13, 2014, and 50% on March 2, 2015.

On February 9, 2012, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option

(5) becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in 3,750 shares becoming eligible for vesting.

On February 15, 2013, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option

(6) becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in 3,750 shares becoming eligible for vesting.

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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