

ADAMS MARK L
Form 4
March 02, 2005

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 *
ADAMS MARK L

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)
Vice President- / Corporate Services

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) Code V Amount (D) Price			
Class A Common Stock					4,179 ⁽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)	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) ⁽²⁾	\$ 6.56					08/31/2000 ⁽³⁾	08/31/2010	Class A Common Stock	15,000
Employee Stock Option (right to buy) ⁽²⁾	\$ 8.2					02/28/2002 ⁽³⁾	02/28/2011	Class A Common Stock	7,500
Employee Stock Option (right to buy) ⁽²⁾	\$ 12.45					04/19/2003 ⁽³⁾	04/19/2012	Class A Common Stock	7,500
Employee Stock Option (right to buy) ⁽²⁾ ⁽⁶⁾	\$ 12.45					04/19/2003 ⁽⁴⁾	08/21/2008	Class A Common Stock	15,000
Employee Stock Option (right to buy) ⁽²⁾ ⁽⁶⁾	\$ 12.45					04/19/2003 ⁽⁵⁾	08/31/2011	Class A Common Stock	7,500
Employee Stock Option (right to buy) ⁽²⁾ ⁽⁶⁾	\$ 12.45					04/19/2003 ⁽⁴⁾	08/31/2009	Class A Common Stock	20,000
Employee Stock Option (right to buy) ⁽²⁾	\$ 12					09/03/2003 ⁽³⁾	09/03/2012	Class A Common Stock	7,500
	\$ 9.04					03/10/2004 ⁽³⁾	03/10/2013		12,500

Employee Stock Option (right to buy) ⁽²⁾									Class A Common Stock	
Employee Stock Option (right to buy) ⁽²⁾	\$ 11.5					09/02/2004 ⁽³⁾	09/02/2013		Class A Common Stock	12,5
Employee Stock Option (right to buy) ⁽²⁾	\$ 19.15					02/27/2005 ⁽³⁾	02/27/2014		Class A Common Stock	12,5
Employee Stock Option (right to buy) ⁽²⁾	\$ 26.13					09/01/2005 ⁽³⁾	09/01/2014		Class A Common Stock	12,5
Employee Stock Option (right to buy)	\$ 22.33	02/28/2005		A	12,500	02/28/2006 ⁽³⁾	02/28/2015		Class A Common Stock	12,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS MARK L C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO, UT 84601			Vice President-	Corporate Services

Signatures

D. Matthew Dorny as Attorney-in-Fact for Mark L. Adams 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

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- (3) Becomes exercisable in four equal annual installments beginning on the date indicated.
- (4) Currently exercisable in full.
- (5) 75% is currently exercisable, and 25% becomes exercisable on 8/31/2005.
- (6) Issued as part of Option Exchange Offer.
- (7) 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.

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