

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 *
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)

___ 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)	Price		
Class A Common Stock	05/26/2006		A	1,500	A <u>1</u> 1,698 <u>2</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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy) ⁽³⁾	\$ 6.56					<u>(4)</u>	08/31/2010	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽³⁾	\$ 8.2					<u>(4)</u>	02/28/2011	Class A Common Stock	3,1
Employee Stock Option (right to buy) ⁽³⁾	\$ 12.45					<u>(4)</u>	08/31/2011	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽³⁾	\$ 12.45					<u>(4)</u>	04/19/2012	Class A Common Stock	6,2
Employee Stock Option (right to buy) ⁽³⁾	\$ 12					09/03/2003 ⁽⁵⁾	09/03/2012	Class A Common Stock	9,3
Employee Stock Option (right to buy) ⁽³⁾	\$ 9.04					03/10/2004 ⁽⁵⁾	03/10/2013	Class A Common Stock	9,3
Employee Stock Option (right to buy) ⁽³⁾	\$ 10.52					07/24/2004 ⁽⁵⁾	07/24/2013	Class A Common Stock	75,0
Employee Stock	\$ 17.04					07/24/2004 ⁽⁵⁾	11/26/2013	Class A Common	100,

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) Represents number of shares beneficially owned as of May 26, 2006.
 - (3) Previously Reported
 - (4) Currently exercisable in full.
 - (5) Becomes exercisable in four equal annual installments beginning 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. 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.