

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Nu Skin Enterprises, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

67018T-10-5
(CUSIP Number)

December 31, 1999
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number

SCHEDULE 13G/A (AMENDMENT NO. 3)
CUSIP NO. 67018T-10-5

1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Keith R. Halls

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
318,519 **SEE ITEM 4

NUMBER
OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6	SHARED VOTING POWER
	28,993 **SEE ITEM 4
7	SOLE DISPOSITIVE POWER
	318,519 **SEE ITEM 4
8	SHARED DISPOSITIVE POWER
	28,993 **SEE ITEM 4

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
347,512 **SEE ITEM 4

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

SCHEDULE 13G/A (AMENDMENT NO. 3)
CUSIP NO. 67018T-10-5

Item 1

(a) Name of Issuer

The name of the issuer is Nu Skin Enterprises, Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices

The address of the Issuer's principal executive office is 75 West Center Street, Provo, Utah 84601.

Item 2

(a) Name of Person Filing

This report is being filed by Keith R. Halls (the "Reporting Person").

(b) Address of Principal Business Office or, if none, Residence

The address of the Reporting Person's principal business office is 75 West Center Street, Provo, Utah 84601.

(c) Citizenship The Reporting

Person is a citizen of the United States of America.

(d) Title of Class of Securities

This report covers the Issuer's Class A Common Stock, par value \$.001 per share (the "Class A Common Stock").

(e) CUSIP Number

The CUSIP number of the Class A Common Stock is 67018T-10-5.

Item 3. Not applicable.

Item 4. Ownership.

(a) The Reporting Person beneficially owns or may be deemed to beneficially own 347,512 shares of Class A Common Stock as follows: 67,651 shares of Class A Common Stock, and 279,861 shares of the Issuer's Class B Common Stock, par value \$.001 per share (the "Class B Common Stock"), which is convertible on a one-for-one basis into Class A Common Stock at any time at the option of the holder. The filing of the above statement shall not be construed as an admission that Keith R. Halls is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of the following shares which were included in the 347,512 shares of Common Stock referenced above: 7,136 shares of Class A Common Stock and 9,357 shares of Class B Common Stock held indirectly as a co-trustee for The Keith Ray and Anna Lisa Massaro Halls Foundation; 6,250 shares of Class A Common Stock and 6,250 shares of Class B Common Stock held indirectly as a co-trustee of The Keith R. and Anna Lisa Halls Fixed Charitable Trust; and 50,000 shares of Class B Common Stock held indirectly as the manager of CKB Rhino Company, L.C.

(b) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and each share of Class B Common Stock is automatically converted into one share of Class A Common Stock upon the transfer of such share of Class B Common Stock to any person who is not a Permitted Transferee as defined in the Amended and Restated Certificate of Incorporation of the Issuer. Assuming conversion of all outstanding 279,861 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by him, the Reporting Person would beneficially own or may be deemed to beneficially own 347,512 shares of Class A Common Stock which would constitute 1.1% of the number of shares of the then outstanding Class A Common Stock.

Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Issuer's Stockholders and each

share of Class B Common Stock entitles the holder to ten votes on each such matter, including the election of directors. Assuming conversion of all outstanding 279,861 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by the Reporting Person, he would beneficially own or may be deemed to beneficially own 347,512 shares of Class A Common Stock which would constitute 0.1% of the aggregate voting power of the Issuer.

Assuming no conversion of the outstanding 279,861 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by the Reporting Person, he would beneficially own or may be deemed to beneficially own 67,651 shares of Class A Common Stock and 279,861 shares of Class B Common Stock which would constitute 0.5% of the aggregate voting power of the Issuer and 0.4% of the total combined number of shares of Class A Common Stock and Class B Common Stock then outstanding.

(c) (i) Assuming conversion of all outstanding 264,254 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Keith R. Halls, with respect to which he has sole power to vote or direct the vote, Keith R. Halls would have sole power to vote or direct the vote of 318,519 shares of Class A Common Stock as follows: 268,519 shares of Class A Common Stock held directly; and 50,000 shares of Class A Common Stock held indirectly as the manager of CKB Rhino Company, L.C.

(ii) Assuming conversion of all outstanding 15,607 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Keith R. Halls, with respect to which he has shared power to vote or direct the vote, Keith R. Halls would have shared power to vote or direct the vote of 28,993 shares of Class A Common Stock as follows: 16,493 shares of Class A Common Stock held indirectly as a co-trustee of The Keith Ray and Anna Lisa Massaro Halls Foundation; and 12,500 shares of Class A Common Stock held indirectly as a co-trustee of The Keith R. and Anna Lisa Halls Fixed Charitable Trust.

(iii) Assuming conversion of all outstanding 264,254 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Keith R. Halls, with respect to which he has sole power to dispose or direct the disposition, Keith R. Halls would have sole power to dispose or direct the disposition of 318,519 shares of Class A Common Stock as follows: 268,519 shares of Class A Common Stock held directly; and 50,000 shares of Class A Common Stock held indirectly as the manager of CKB Rhino Company, L.C.

(iv) Assuming conversion of all outstanding 15,607 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Keith R. Halls, with respect to which he has shared power to dispose or direct the disposition, Keith R. Halls would have shared power to dispose or direct the disposition of 28,993 shares of Class A Common Stock as follows: 16,493 shares of Class A Common Stock held indirectly as a co-trustee of The Keith Ray and Anna Lisa Massaro Halls Foundation; and 12,500 shares of Class A Common Stock held indirectly as a co-trustee of The Keith R. and Anna Lisa Halls Fixed Charitable Trust.

Item 5. Ownership of Five Percent or Less of a Class Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

SCHEDULE 13G/A (AMENDMENT NO. 3)
CUSIP NO. 67018T-10-5

Item 8. Identification and classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Keith R. Halls
By: Keith R. Halls
Dated: February 10, 2000

