FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|----------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average bu | ırden | | | | | | | | | |

0.5

hours per response:

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(h) |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | (| , | | | | , | | | | | | | | | | |
|---|---|--------------------------------------|---|------------------------------|--------------------------------------|-------|---|-------------------------|----------------|--|----------------|-----------|--|--|-------------------------------------|---|---|--|---|---|--|--|
| 1. Name and Address of Reporting Person* Ussery David D. | | | | | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
| OSSCI y David D. | | | | | | | | | | | | | | | | | | | 10% Ov | 1 | | |
| (Last) (First) (Middle) | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2011 | | | | | | | | | | (give title | | Other (s below) | specify | | |
| C/O NU | SKIN ENT | ERPRISES, INC | Ξ. | | | 10, - | 011 | | | | | | | | | | | | | | | |
| 75 WEST CENTER STREET | | | | | | | ndmei | nt, Date | of Origi | inal Fil | ed (Mo | onth/Da | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |
| (Street) | | | | | | | | | | | | | | - [| ₋ine) X | Eorm f | iled by One | Don | ortina Darco | , | | |
| PROVO UT 84601 | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Noi | n-Deriv | /ative | Se | curit | ies Ac | quire | ed, Di | ispos | sed o | of, or Be | nefic | ially | Owned | I | | | | | |
| Date | | | | 2. Trans Date (Month/I | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Cod | Transaction Disposed Code (Instr. 5) | | | ities Acquired (A) or d Of (D) (Instr. 3, 4 an | | | | es ally Following | Form (D) o | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Cod | de V | Am | nount | (A) o (D) | r Pric | e | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) | | |
| Class A Common Stock 08/15/ | | | | | | 2011 | | M | Л | | 2,900 A | | \$1 | 3.77 | 10 | 10,972 | | D | | | | |
| | | Т | able II - | | | | | | | | | | , or Ben ble sec | | | wned | | | | | | |
| 4 Tid £ | • | 0 T | | | | | - | | | | | _ | | | _ | Duine of | 0 November | | 10 | 44 Notono | | |
| 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. Transactio Code (Inst 8) | | of Deri Sec Acq (A) (Disp of (I | oosed D) tr. 3, 4 | Expira | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a | D S (I | Price of erivative ecurity nstr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exerci | isable | Expira Date | xpiration | Title | Amou or Numb of Share | er | | | | | | | |
| Stock Option (right to buy) | \$13.77 | 08/15/2011 | | | М | | | 2,900 | (1 | | 05/24/ | /2018 | Class A Common Stock | 2,90 | | \$0 | 0 | | D | | | |

Explanation of Responses:

1. Currently exercisable in full.

Remarks:

D. Matthew Dorny as Attorney-in-Fact for David D. 08/16/2011 Ussery

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.