FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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| gton, 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).

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

| | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|-----------------------|----------------------------|------------------------------|-----------------|---|---------------------|--|-------|---------------------|---|---|---|---|---|----------------|--|--|--|--|
| | | | | | | | | | cker or Tradin ERPRISE | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title V Other (specify | | | | | | | | |
| | SKIN ENT | ERPRISES, INC | | | | Date o /26/2 | | t Trai | nsaction (Mon | th/D | ay/Year) | | | X Officer (give title X Officer (specify below) Vice President / Chief Legal Officer | | | | | | | |
| /3 WES | CENTER | JIKEEI | | | 4.1 | f Ame | ndment, | Date | of Original Fi | led (| (Month/Da | y/Year) | | 6. Indi Line) | vidual or J | oint/Group | Filing | (Check App | olicable | | |
| C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET (Street) PROVO 84601 (City) (State) (Zip) Table I - Non-De 1. Title of Security (Instr. 3) Class A Common Stock Table II - Deri | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| Clast (First) (Middle) | | | | | | | | | | | | | | | . 0.00 | | | | | | |
| | | | ole I - Nor | 1 | | | | | | isp | 1 | | | | | | | | | | |
| 1. Title of | Security (Inst | tr. 3) | | 2. Trans Date (Month | | ear) i | 2A. Deer Execution if any (Month/E | n Dat | Code (Instr. 5) | | | | | , 4 and Securities Form: I (D) or II (Owned Following Reported (I) (I) (Inst | | | | : Direct r Indirect I str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | (First) (Middle) IN ENTERPRISES, INC. ENTER STREET 84601 (State) (Zip) Table I - No arrity (Instr. 3) Table II - No arrity (Instr. 3) Second (Month/Day/Year) \$6.56 \$8.2 \$12.45 \$12.45 | | | | | | Code | V Amount (A) or (D) Price Reported Transaction(s) (Instr. 3 and 4) | | | | | | | ,iiisii. 4) | | | | | |
| (Last) (First) (Middle) C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET (Street) PROVO 84601 (City) (State) (Zip) Table I - No 1. Title of Security (Instr. 3) Class A Common Stock Table II - 1. Title of Derivative Security (Instr. 3) Employee Stock Option (right to buy) ⁽⁴⁾ | | | 05/2 | 6/200 |)6 | | | A | | 1,500 |) A | | (1) | 3,546 ⁽²⁾⁽³⁾ Γ | | | | | | | |
| | | - | Table II - I | Deriva (e.g., p | ative outs, | Secu calls | urities s, war | Acc rant | quired, Dis s, options | spo | sed of, onvertib | or Ben ole secu | eficia urities | lly C | wned | | | | | | |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | Execution I if any | Date, | 4. Transa Code (8) | | 5. Num of Deriva Securi Acquii (A) or Dispos of (D) (Instr. and 5) | tive ties red | 6. Date Exerc Expiration Da (Month/Day/Y | ate | | 7. Title ar of Securi Underlyir Derivativ (Instr. 3 a | ties ng e Securi | C | Price of Perivative Security Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | s S Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Cada | ., | | (D) | Date | | xpiration | Tialo | Amou or Numb of | er | | | | | | | |
| | | | | \dashv | Code | V | (A) | (D) | Exercisable | Di | ate | Title | Share | s | | | | | <u> </u> | | |
| Option (right to | \$6.56 | | | | | | | | (5) | 30 | 3/31/2010 | Class A Common Stock | 1,25 | 50 | | 1,250 ⁽⁾ | 3) | D | | | |
| Stock Option (right to | \$8.2 | | | | | | | | (5) | 02 | 2/28/2011 | Class A Common Stock | 2,50 | 00 | | 2,500 ^{(′} | 3) | D | | | |
| Stock Option (right to | \$12.45 | | | | | | | | (5) | 08 | 3/31/2009 | Class A Common Stock | 5,00 | 00 | | 5,000 ⁽⁽ | 3) | D | | | |
| Stock Option (right to | \$12.45 | | | | | | | | (5) | 08 | 3/31/2011 | Class A Common Stock | 2,50 | 00 | | 2,500 ^{(′} | 3) | D | | | |
| Stock Option (right to | \$12.45 | | | | | | | | (5) | 04 | 4/19/2012 | Class A Common Stock | 2,50 | 00 | | 2,500 [©] | 3) | D | | | |
| Stock Option | \$12.45 | | | | | | | | (5) | 05 | 5/26/2008 | Class A Common Stock | 4,00 | 00 | | 0(3) | | D | | | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$12.45 | | | | | | | | (5) | 08 | 3/21/2008 | Class A Common Stock | 1,00 | 00 | | 3,000 [©] | 3) | D | | | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$12 | | | | | | | | 09/03/2003 ⁽⁶⁾ | 09 | 9/03/2012 | Class A Common Stock | 3,50 | 00 | | 3,500 [©] | 3) | D | | | |

| | 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) | | Transaction of Code (Instr. Derivative | | 6. Date Exerci Expiration Dat (Month/Day/Ye | 7. Title an of Securit Underlyin Derivative (Instr. 3 an | ies g Security | 8. Price of Derivative Security (Instr. 5) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$9.04 | | | | | | | 03/10/2004 ⁽⁶⁾ | 03/10/2013 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$11.5 | | | | | | | 09/02/2004 ⁽⁶⁾ | 09/02/2013 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$19.15 | | | | | | | 02/27/2005 ⁽⁶⁾ | 02/27/2014 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$26.13 | | | | | | | 09/01/2005 ⁽⁶⁾ | 09/01/2014 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$22.33 | | | | | | | 02/28/2006 ⁽⁶⁾ | 02/28/2015 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$21.34 | | | | | | | 08/31/2006 ⁽⁶⁾ | 08/31/2015 | Class A Common Stock | 12,500 | | 12,500 ⁽³⁾ | D | |
| Employee Stock Option (right to | \$17.58 | 05/26/2006 | | A | | 5,000 | | 05/26/2007 ⁽⁶⁾ | 05/26/2013 | Class A Common Stock | 5,000 | (1) | 5,000 ⁽³⁾ | D | |

Explanation of Responses:

- 1. Price not applicable.
- 2. Updated to reflect shares acquired under the Company's Employee Stock Purchase Plan which are exempt from filing.
- 3. Represents number of shares beneficially owned as of May 26, 2006.
- 4. Previously reported.
- 5. Currently exercisable in full.
- 6. Becomes exercisable in four equal annual installments beginning one year from the date of grant.

Remarks:

D. Matthew Dorny

05/31/2006

** 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.

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