

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

OMB Approval
OMB Number: 3235-0145
Expires: August 31, 1999
Estimated average burden
hours per response..14.90

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Nu Skin Enterprises, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

67018T-10-5
(CUSIP Number)

December 31, 1998
(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

Page 1 of 6

SCHEDULE 13G (AMENDMENT NO. 2)
CUSIP NO. 67018T-10-5

- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Brooke B. Roney
Denice R. Roney

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

(a) | |
(b) | |

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Brooke B. Roney : United States of America
 Denice R. Roney : United States of America

5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
 Brooke B. Roney : 1,745,043 **SEE ITEM 4
 Denice R. Roney : 1,745,042 **SEE ITEM 4

6 SHARED VOTING POWER
 Brooke B. Roney : 2,456,861 **SEE ITEM 4
 Denice R. Roney : 3,425,322 **SEE ITEM 4

7 SOLE DISPOSITIVE POWER
 Brooke B. Roney : 1,745,043 **SEE ITEM 4
 Denice R. Roney : 1,745,042 **SEE ITEM 4

8 SHARED DISPOSITIVE POWER
 Brooke B. Roney : 2,456,861 **SEE ITEM 4
 Denice R. Roney : 3,425,322 **SEE ITEM 4

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Brooke B. Roney : 4,201,904 **SEE ITEM 4
 Denice R. Roney : 1,807,699 **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)
 Brooke B. Roney : 11.5%
 Denice R. Roney : 5.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 Brooke B. Roney : IN
 Denice R. Roney : IN

SCHEDULE 13G (AMENDMENT NO. 2)
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 Brooke B. Roney and Denice R. Roney (referred to individually by name and referred to collectively as the "Reporting Persons").
- (b) Address of Principal Business Office or, if none, Residence
The address of the Reporting Persons' principal business office is 75 West Center Street, Provo, Utah 84601.
- (c) Citizenship
The Reporting Persons are both citizens 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.

Brooke B. Roney

- (a) Brooke B. Roney beneficially owns or may be deemed to beneficially own 4,201,904 shares of Class A Common Stock as follows: 1,526,582 shares of Class A Common Stock, and 2,675,322 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 Brooke B. Roney 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 4,201,904 shares of Common Stock referenced above: 423,710 shares of Class A Common Stock and 1,321,332 shares of Class B Common Stock held directly by his wife, Denice R. Roney; 30,000 shares of Class A Common Stock and 32,657 shares of Class B Common Stock held indirectly as a co-trustee for The Brooke Brennan and Denice Renee' Roney Foundation; and 649,162 shares of Class A Common Stock held indirectly as a director of three of the Issuer's affiliated corporations.
- (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 2,675,322 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by him, Brooke B. Roney would beneficially own or may be deemed to beneficially own 4,201,904 shares of Class A Common Stock which would constitute 11.5% of the number of shares of the then outstanding Class A Common Stock.

SCHEDULE 13G (AMENDMENT NO. 2)
CUSIP NO. 67018T-10-5

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 2,675,322 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, he would beneficially own or may be deemed to beneficially own 4,201,904 shares of Class A Common Stock which would constitute 0.8% of the aggregate voting power of the Issuer.

Assuming no conversion of the outstanding 2,675,322 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, he would beneficially own or may be deemed to beneficially own 1,526,582 shares of Class A Common Stock and 2,675,322 shares of Class B Common Stock which would constitute 4.9% of the aggregate voting power of the Issuer and 4.8% 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 1,321,333 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, with respect to which he has sole power to vote or direct the vote, Brooke B. Roney would have sole power to vote or direct the vote of 1,745,043 shares of Class A Common Stock held directly.

(ii) Assuming conversion of all outstanding 1,353,989 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, with respect to which he has shared power to vote or direct the vote, Brooke B. Roney would have shared power to vote or direct the vote of 2,456,861 shares of Class A Common Stock as follows: 1,745,042 shares of Class A Common Stock held directly by his wife, Denice R. Roney; 62,657 shares of Class A Common Stock held indirectly as a co-trustee of The Brooke Brennan and Denice Renee' Roney Foundation; and 649,162 shares of Class A Common Stock held indirectly as a director of three of the Issuer's affiliated corporations.

(iii) Assuming conversion of all outstanding 1,321,333 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, with respect to which he has sole power to dispose or direct the disposition, Brooke B. Roney would have sole power to dispose or direct the disposition of 1,745,043 shares of Class A Common Stock held directly.

(iv) Assuming conversion of all outstanding 1,353,989 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Brooke B. Roney, with respect to which he has shared power to dispose or direct the disposition, Brooke B. Roney would have shared power to dispose or direct the disposition of 2,456,861 shares of Class A Common Stock as follows: 1,745,042 shares of Class A Common Stock held directly by his wife, Denice R. Roney; 62,657 shares of Class A Common Stock held indirectly as a co-trustee of The Brooke Brennan and Denice Renee' Roney Foundation; and 649,162 shares of Class A Common Stock held indirectly as a director of three of the Issuer's affiliated corporations.

Denice R. Roney:

(a) Denice R. Roney beneficially owns or may be deemed to beneficially own 1,807,699 shares of Class A Common Stock as follows: 453,710 shares of Class A Common Stock and 1,353,989 shares of 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 Denice R. Roney 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 1,807,699 shares of Common Stock referenced above: 30,000 shares of Class A Common Stock and 32,657 shares of Class B Common Stock held indirectly as a co-trustee of The Brooke Brennan and Denice Renee' Roney

Foundation.

- (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.

SCHEDULE 13G (AMENDMENT NO. 2)
CUSIP NO. 67018T-10-5

Assuming conversion of all outstanding 1,353,989 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, she would beneficially own or may be deemed to beneficially own 1,807,699 shares of Class A Common Stock which would constitute 5.2% 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 1,353,989 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, she would beneficially own or may be deemed to beneficially own 1,807,699 shares of Class A Common Stock which would constitute 0.3% of the aggregate voting power of the Issuer.

Assuming no conversion of the outstanding 1,353,989 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, she would beneficially own or may be deemed to beneficially own 453,710 shares of Class A Common Stock and 1,353,989 shares of Class B Common Stock which would constitute 2.4% of the aggregate voting power of the Issuer and 2.0% 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 1,321,332 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, with respect to which she has sole power to vote or direct the vote, Denice R. Roney would have sole power to vote or direct the vote of 1,745,042 shares of Class A Common Stock held directly.

(ii) Assuming conversion of all outstanding 32,657 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, with respect to which she has shared power to vote or direct the vote, Denice R. Roney would have shared power to vote or direct the vote of 65,657 shares of Class A Common Stock held indirectly as a co-trustee of The Brooke Brennan and Denice Renee' Roney Foundation.

(iii) Assuming conversion of all outstanding 1,321,332 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, with respect to which she has sole power to dispose or direct the disposition, Denice R. Roney would have sole power to dispose or direct the disposition of 1,745,042 shares of Class A Common Stock held directly.

(iv) Assuming conversion of all outstanding 32,657 shares of Class B Common Stock beneficially owned or that may be deemed to be beneficially owned by Denice R. Roney, with respect to which she has shared power to dispose or direct the disposition, Denice R. Roney would have shared power to dispose or direct the disposition of 65,657 shares of Class A Common Stock held indirectly as a co-trustee of The Brooke Brennan and Denice Renee' Roney Foundation.

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.

Item 8. Identification and classification of Members of the Group
Not applicable.

SCHEDULE 13G (AMENDMENT NO. 2)
CUSIP NO. 67018T-10-5

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/ Brooke B. Roney
By: Brooke B. Roney
Dated: February 12, 1999

/S/ Denice R. Roney
By: Denice R. Roney
Dated: February 12, 1999