SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Address of Reporting Person [*] DORNY D MATTHEW			2. Issuer Name and Ticker or Trading Symbol <u>NU SKIN ENTERPRISES INC</u> [NUS]		tionship of Reporting Per all applicable) Director	10% Owner		
,			—		Officer (give title below)	Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,	,		
		C INC	09/01/2014	General Counsel				
C/U NU SKI	IN ENTERPRISE	5, INC.						
75 WEST CI	ENTER STREET							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filin	g (Check Applicable		
(Street)				Line)				
PROVO	UT	84601		X	Form filed by One Rep	oorting Person		
	01	04001			Form filed by More tha Person	n One Reporting		
(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)			4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	09/01/2014		М		12,500 ⁽¹⁾	Α	\$26.13	44,945	D	
Class A Common Stock	09/01/2014		F		8,986 ⁽²⁾	D	\$44.72	35,959	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)	4. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy)	\$26.13	09/01/2014		М			12,500 ⁽³⁾	(4)	09/01/2014	Class A Common Stock	12,500	\$0	0	D	

Explanation of Responses:

1. In accordance with the terms of the Issuer's stock incentive plans, these shares were acquired from the automatic net exercise of options immediately prior to their expiration.

2. In accordance with the terms of the Issuer's stock incentive plans, these shares were withheld by the Issuer to cover the option exercise price and tax withholding obligations related to the automatic net exercise of options immediately prior to their expiration.

3. In accordance with the terms of the Issuer's stock incentive plans, these options were automatically net exercised immediately prior to their expiration.

4. Currently exercisable in full.

Remarks:

<u>/s/ Clayton Jones as Attorney-</u> <u>in-Fact for D. Matthew Dorny</u>

09/03/2014

** 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.