

NU SKIN ENTERPRISES INC
 Form 4
 February 28, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fan Andrew

2. Issuer Name and Ticker or Trading Symbol
 NU SKIN ENTERPRISES INC
 [NUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2007

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 Regional President / Southeast Asia

C/O NU SKIN ENTERPRISES, INC., 75 WEST CENTER STREET
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PROVO, UT 84601

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 02/28/2007 | | A | 1,500 | A | ② | 6,315 ⁽¹⁾ | D |
| Class A Common Stock | 02/28/2007 | | A | 1,000 | A | ② | 3,000 ⁽¹⁾ | I by spouse |

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

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number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 6.56 | | | | | <u>(3)</u> | 08/31/2010 | Class A Common Stock | 9,000 |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 8.2 | | | | | <u>(3)</u> | 02/28/2011 | Class A Common Stock | 5,000 |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 12.45 | | | | | <u>(3)(4)</u> | 10/20/2007 | Class A Common Stock | 9,000 |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 12.45 | | | | | <u>(3)(4)</u> | 08/21/2008 | Class A Common Stock | 6,000 |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 12.45 | | | | | <u>(3)(4)</u> | 08/31/2009 | Class A Common Stock | 6,000 |
| Employee Stock Option (right to buy) ⁽⁶⁾ | \$ 12.45 | | | | | <u>(3)(4)</u> | 08/31/2011 | Class A Common Stock | 5,000 |
| Employee Stock | \$ 12.45 | | | | | <u>(3)</u> | 04/19/2012 | Class A Common | 6,000 |

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| | | | | | | |
|---|----------|--|-----------------------|------------|-----------------------------|---------|
| Option (right to buy) <u>(6)</u> | | | | | Stock | |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 12 | | <u>(3)</u> | 09/03/2012 | Class A Common Stock | 6,000 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 9.04 | | 03/10/2004 <u>(5)</u> | 03/10/2013 | Class A Common Stock | 7,500 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 11.5 | | 09/02/2004 <u>(5)</u> | 09/02/2013 | Class A Common Stock | 7,500 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 13.95 | | 10/20/2004 <u>(5)</u> | 10/20/2013 | Class A Common Stock | 100,000 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 19.15 | | 02/27/2005 <u>(5)</u> | 02/27/2014 | Class A Stock Options | 10,000 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 26.13 | | 09/01/2005 <u>(5)</u> | 09/01/2014 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 22.33 | | 02/28/2006 <u>(5)</u> | 02/28/2015 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 21.34 | | 08/31/2006 <u>(5)</u> | 08/31/2013 | Class A Common Stock | 10,000 |
| Employee Stock Option | \$ 17.58 | | 05/26/2007 <u>(5)</u> | 05/26/2013 | Class A Common Stock | 5,000 |

(right to buy) ⁽⁶⁾

Employee Stock

Option \$ 17.25 (right to buy) ⁽⁶⁾

09/01/2007⁽⁵⁾ 09/01/2013

Class A Common Stock 5,000

Employee Stock

Option \$ 17.75 02/26/2007 (right to buy)

A 5,000

02/26/2008⁽⁵⁾ 02/26/2014

Class A Common Stock 5,000

Employee Stock

Option \$ 17.75 02/26/2007 (right to buy)

A 2,000

02/26/2008⁽⁵⁾ 02/26/2014

Class A Common Stock 2,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|----------------|
| | Director | 10% Owner | Officer | Other |
| Fan Andrew C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO, UT 84601 | | | Regional President | Southeast Asia |

Signatures

D. Matthew Dorny as Attorney-in-Fact for Andrew Fan 02/28/2007

 Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents number of shares beneficially owned as of February 28, 2007.
- (2) Price not applicable.
- (3) Currently exercisable in full
- (4) Issued as part of an Option Exchange Offer
- (5) Becomes exercisable in four equal annual installments beginning on the date indicated.
- (6) Previously reported.

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