

CHANG JOSEPH Y
Form 4
March 02, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, 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).

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 *
CHANG JOSEPH Y

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)
02/28/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President-Pharmanex Division

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 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)	Code V Amount (D) Price		
Class A Common Stock					2,131 ⁽¹⁾	D	

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) ⁽²⁾	\$ 6.84					⁽⁴⁾	04/01/2007	Class A Common Stock	6,580
Employee Stock Option (right to buy) ⁽²⁾	\$ 8					⁽⁴⁾	04/11/2010	Class A Common Stock	81,600
Employee Stock Option (right to buy) ⁽²⁾	\$ 6.56					08/31/2001 ⁽⁵⁾	08/31/2010	Class A Common Stock	6,000
Employee Stock Option (right to buy) ⁽²⁾	\$ 8.2					02/28/2002 ⁽⁵⁾	02/28/2011	Class A Common Stock	6,250
Employee Stock Option (right to buy) ^{(2) (3)}	\$ 12.45					04/19/2003 ⁽⁵⁾	04/19/2012	Class A Common Stock	12,500
Employee Stock Option (right to buy) ^{(2) (3)}	\$ 12.45					04/19/2003 ⁽⁶⁾	08/31/2011	Class A Common Stock	12,500
Employee Stock Option (right to buy) ^{(2) (3)}	\$ 12.45					04/19/2003 ⁽⁴⁾	08/31/2009	Class A Common Stock	25,000
	\$ 12					09/03/2003 ⁽⁵⁾	09/03/2012		12,500

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, 2005.
- (2) Previously reported.
- (3) Issued as part of an Option Exchange Offer.
- (4) Currently exercisable in full.
- (5) Becomes exercisable in four equal annual installments beginning on the date indicated.
- (6) 75% are currently exercisable, and 25% become exercisable on 8/31/2005.
- (7) Price not applicable.

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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