

CHANG JOSEPH Y
Form 4
February 11, 2013

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)
02/07/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Scientific Officer

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) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 02/07/2013 | | A | (1) | \$ 0 | 98,217 | D |
| Class A Common Stock | 02/07/2013 | | A | (2) | \$ 0 | 100,717 | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 31.92 | 02/07/2013 | | A | 3,750 | ⁽³⁾ 02/28/2018 | Class A Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 54.08 | 02/07/2013 | | A | 3,750 | ⁽³⁾ 02/09/2019 | Class A Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANG JOSEPH Y C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO 84601 | | | Chief Scientific Officer | |

Signatures

Clayton A. Jones as Attorney-in-Fact for Joseph Y. Chang
Date: 02/11/2013

**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).

On February 28, 2011, the reporting person was granted restricted stock units, which become eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 7, 2013, the performance criteria were met, resulting in the shares becoming eligible for vesting.

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On February 9, 2012, the reporting person was granted restricted stock units, which become eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 7, 2013, the performance criteria were met, resulting in the shares becoming eligible for vesting.

(3) Options become exercisable as to 50% on March 2, 2013, and 50% on March 2, 2014.

On February 28, 2011, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 7, 2013, the performance criteria were met, resulting in 3,750 shares becoming eligible for vesting.

On February 9, 2012, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 7, 2013, the performance criteria were met, resulting in 3,750 shares becoming eligible for vesting.

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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