

NU SKIN ENTERPRISES INC

Form 4

March 17, 2014

**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 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DORNY D MATTHEW**

(Last) (First) (Middle)

**C/O NU SKIN ENTERPRISES,  
INC., 75 WEST CENTER STREET**

(Street)

**PROVO, UT 84601**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/13/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
General Counsel

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 03/13/2014                              |                                                             | A                                       | 2,500<br>(1)                                                            | A \$ 0 30,755                                                                                                      | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 03/13/2014                              |                                                             | A                                       | 2,500<br>(2)                                                            | A \$ 0 33,255                                                                                                      | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 03/13/2014                              |                                                             | F                                       | 810 (3)                                                                 | D \$ 73.16 32,445                                                                                                  | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 54.08                                                           | 03/13/2014                              |                                                             | A                                    | 3,750                                                                                                           | (4) 02/09/2019                                                 | Class A<br>Common<br>Stock                                          | 3,750                                     |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 41.27                                                           | 03/13/2014                              |                                                             | A                                    | 3,750                                                                                                           | (4) 02/15/2020                                                 | Class A<br>Common<br>Stock                                          | 3,750                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships                    |
|----------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                              | Director 10% Owner Officer Other |
| DORNY D MATTHEW<br>C/O NU SKIN ENTERPRISES, INC.<br>75 WEST CENTER STREET<br>PROVO, UT 84601 | General Counsel                  |

## Signatures

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

03/17/2014

\_\_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 9, 2012, the reporting person was granted restricted stock units, which became eligible for vesting based on Nu Skin

- (1) Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in the shares becoming eligible for vesting.

On February 15, 2013, the reporting person was granted restricted stock units, which became eligible for vesting based on Nu Skin

- (2) Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in the shares becoming eligible for vesting.

- (3) Shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units.

- (4) Options become exercisable as to 50% on March 13, 2014, and 50% on March 2, 2015.

On February 9, 2012, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option

- (5) becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, the performance criteria were met, resulting in 3,750 shares becoming eligible for vesting.

On February 15, 2013, the reporting person was granted an option to purchase 3,750 shares of Class A Common Stock. The option

- (6) becomes eligible for vesting based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On March 13, 2014, 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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