

MCMORRAN DOREEN  
 Form 5  
 February 21, 2012

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**MCMORRAN DOREEN**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**SKINVISIBLE INC [SKVI]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**6320 S. SANDHILL RD UNIT 10**  
  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

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

**LAS VEGAS, NV 89120**

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

6. Individual or Joint/Group Reporting  
  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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

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**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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	Security	(Instr. 3, 4, and 5)					Date Exercisable	Expiration Date	Title
		(A)	(D)						
Debt Conversion Rights	\$ 0.03	12/31/2011	Â	C <sup>(1)</sup>	5,989,267	Â	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights (Warrants)	\$ 0.05	12/31/2011	Â	C <sup>(1)</sup>	2,994,633	Â	12/31/2011	12/31/2019 <sup>(1)</sup>	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2011	Â	C <sup>(2)</sup>	1,667,150	Â	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights (Warrants)	\$ 0.06	12/31/2011	Â	C <sup>(2)</sup>	833,575	Â	12/31/2011	12/31/2019 <sup>(2)</sup>	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2011	Â	C <sup>(3)</sup>	8,212,034	Â	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights (Warrants)	\$ 0.06	12/31/2011	Â	C <sup>(3)</sup>	4,106,017	Â	12/31/2011	12/31/2019 <sup>(3)</sup>	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2011	Â	C <sup>(4)</sup>	137,125	Â	12/31/2011	12/31/2012	Common Stock
Debt Conversion Rights (Warrants)	\$ 0.06	12/31/2011	Â	C <sup>(4)</sup>	68,563	Â	12/31/2011	12/31/2015 <sup>(4)</sup>	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2011	Â	C <sup>(5)</sup>	75,000	Â	12/31/2011	12/31/2012	Common Stock
Debt Conversion Rights (Warrants)	\$ 0.06	12/31/2011	Â	C <sup>(5)</sup>	37,500	Â	12/31/2011	12/31/2015 <sup>(5)</sup>	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2011	Â	C <sup>(6)</sup>	868,775	Â	12/31/2011	12/31/2012	Common Stock
Debt Conversion Rights	\$ 0.06	12/31/2011	Â	C <sup>(6)</sup>	434,388	Â	12/31/2011	12/31/2015 <sup>(6)</sup>	Common Stock

(Warrants)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMORRAN DOREEN 6320 S. SANDHILL RD UNIT 10 LAS VEGAS, NV 89120	^	^ X	^	^

## Signatures

/s/ Doreen  
McMorran

02/21/2012

\*\*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) On December 31, 2011 the Issuer extended a Promissory Note due to Ms. McMorran totaling \$179,677.66. Under the terms of the Promissory Note, Ms. McMorran has the right to convert all or any part of the principal sum of the loan into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
  - (2) On December 31, 2011 the Issuer extended a Promissory Note due to Ms. McMorran totaling \$66,686. Under the terms of the Promissory Note, Ms. McMorran has the right to convert all or any part of the principal sum of the loan into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
  - (3) On December 31, 2011 the Issuer's Board of Directors approved a Debt Conversion Agreement which grants Ms. McMorran the right to convert gross salary debt owed to her totaling \$328,481 into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
  - (4) On December 31, 2011 the Issuer issued a Promissory Note due to Ms. McMorran totaling \$5,485. Under the terms of the Promissory Note, Ms. McMorran has the right to convert all or any part of the principal sum of the loan into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
  - (5) On December 31, 2011 the Issuer issued a Promissory Note due to Ms. McMorran totaling \$3,000. Under the terms of the Promissory Note, Ms. McMorran has the right to convert all or any part of the principal sum of the loan into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
  - (6) On December 31, 2011 the Issuer issued a Promissory Note due to Ms. McMorran totaling \$34,751. Under the terms of the Promissory Note, Ms. McMorran has the right to convert all or any part of the principal sum of the loan into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.