

HERBALIFE LTD.
Form 4
November 05, 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 *
JOHNSON MICHAEL

(Last) (First) (Middle)
1800 CENTURY PARK EAST
(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/01/2007 | | M | | 150,000 A \$ 3.52 | 231,049 | D |
| Common Stock | 11/01/2007 | | S ⁽¹⁾ | | 600 D \$ 44.19 | 230,449 | D |
| Common Stock | 11/01/2007 | | S ⁽¹⁾ | | 100 D \$ 44.18 | 230,349 | D |
| Common Stock | 11/01/2007 | | S ⁽¹⁾ | | 500 D \$ 44.12 | 229,849 | D |
| Common Stock | 11/01/2007 | | S ⁽¹⁾ | | 500 D \$ 44.1 | 229,349 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 44.09 | 229,149 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 300 | D | \$ 44.08 | 228,849 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 3,200 | D | \$ 44 | 225,649 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.96 | 225,549 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 300 | D | \$ 43.95 | 225,249 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.94 | 225,149 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.92 | 225,049 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 43.91 | 224,849 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 5,900 | D | \$ 43.9 | 218,949 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 43.89 | 218,749 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 43.88 | 218,549 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 800 | D | \$ 43.87 | 217,749 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.86 | 217,649 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.85 | 217,549 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 700 | D | \$ 43.83 | 216,849 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 4,200 | D | \$ 43.8 | 212,649 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.76 | 212,549 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 2,200 | D | \$ 43.75 | 210,349 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 300 | D | \$ 43.74 | 210,049 | D |
| Common Stock | 11/01/2007 | <u>S(1)</u> | 100 | D | \$ 43.73 | 209,949 | D |
| | 11/01/2007 | <u>S(1)</u> | 100 | D | | 209,849 | D |

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2007.
- (2) Option vests 20% on April 3, 2004 and thereafter 5% quarterly increments commencing on September 30, 2004 and on the last day of each subsequent calendar quarter thereafter until fully vested.

Remarks:

Form 1 of 4

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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