Bermingham Richard P Form 4 March 07, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per response...

Estimated average

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Bermingham Richard P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

HERBALIFE LTD. [HLF]

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

03/05/2008

(Check all applicable)

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

1800 CENTURY PARK EAST

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90067

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly 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) tionor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 1)	
Common Stock	03/05/2008		M	15,000	A	\$ 14	23,804	D	
Common Stock	03/05/2008		S	1,000	D	\$ 44.089	22,804	D	
Common Stock	03/05/2008		S	1,000	D	\$ 44.17	21,804	D	
Common Stock	03/05/2008		S	1,000	D	\$ 44.25	20,804	D	
Common Stock	03/05/2008		S	1,000	D	\$ 44.33	19,804	D	
	03/05/2008		S	1,000	D	\$ 44.37	18,804	D	

Edgar Filing: Bermingham Richard P - Form 4

Common Stock							
Common Stock	03/05/2008	S	1,000	D	\$ 44.4	17,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.5	16,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.65	15,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.85	14,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.91	13,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.95	12,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.9	11,804	D
Common Stock	03/05/2008	S	700	D	\$ 44.91	11,104	D
Common Stock	03/05/2008	S	300	D	\$ 44.87	10,804	D
Common Stock	03/05/2008	S	700	D	\$ 44.92	10,104	D
Common Stock	03/05/2008	S	300	D	\$ 44.88	9,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.87	8,804	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)
				Code V	(A) (D)		Title

Edgar Filing: Bermingham Richard P - Form 4

					Date Exercisable	Expiration Date		Amount or Number of Shares
Non Qualified Stock Options (Right to	\$ 14	03/05/2008	D	15,000	<u>(1)</u>	12/15/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Bermingham Richard P 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X						

Signatures

Vicki Tuchman by Power of Attorney 03/07/2008

**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).
- Option vests in 12 equal installments quarterly commencing on 3/31/2005 and each quater thereafter until fully vested on December 31, 2007.

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

Reporting Owners 3