HERBALIFE LTD. Form 4

April 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * **Zimmer Thomas**

(First) (Middle)

1800 CENTURY PARK EAST

(Street)

(Ctata)

2. Issuer Name and Ticker or Trading Symbol

HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

SVP, North America

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) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, 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)	<i>,</i>		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/31/2008		M	1,250	A	\$ 8.02	10,646	D	
Common Stock	03/31/2008		M	5,250	A	\$ 25	15,896	D	
Common Stock	03/31/2008		M	5,250	A	\$ 21	21,146	D	
Common Stock	03/31/2008		M	5,250	A	\$ 17	26,396	D	
Common Stock	03/31/2008		M	1,250	A	\$ 15	27,646	D	

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Common Stock	03/31/2008	M	750	A	\$ 14	28,396	D
Common Stock	03/31/2008	S(1)	100	D	\$ 46.28	28,296	D
Common Stock	03/31/2008	S(1)	300	D	\$ 46.27	27,996	D
Common Stock	03/31/2008	S(1)	600	D	\$ 46.21	27,396	D
Common Stock	03/31/2008	S(1)	250	D	\$ 46.2	27,146	D
Common Stock	03/31/2008	S(1)	40	D	\$ 46.33	27,106	D
Common Stock	03/31/2008	S(1)	1,800	D	\$ 46.2	25,306	D
Common Stock	03/31/2008	S(1)	1,100	D	\$ 46.13	24,206	D
Common Stock	03/31/2008	S(1)	300	D	\$ 46.1	23,906	D
Common Stock	03/31/2008	S(1)	2,160	D	\$ 46	21,746	D
Common Stock	03/31/2008	S <u>(1)</u>	1,500	D	\$ 45.95	20,246	D
Common Stock	03/31/2008	S <u>(1)</u>	100	D	\$ 45.9	20,146	D
Common Stock	03/31/2008	S(1)	100	D	\$ 45.89	20,046	D
Common Stock	03/31/2008	S <u>(1)</u>	3,500	D	\$ 45.88	16,546	D
Common Stock	03/31/2008	S(1)	3,300	D	\$ 45.87	13,246	D
Common Stock	03/31/2008	S(1)	100	D	\$ 45.86	13,146	D
Common Stock	03/31/2008	S(1)	200	D	\$ 45.82	12,946	D
Common Stock	03/31/2008	S(1)	800	D	\$ 45.8	12,146	D
Common Stock	03/31/2008	S(1)	100	D	\$ 45.78	12,046	D
Common Stock	03/31/2008	S(1)	500	D	\$ 45.77	11,546	D
	03/31/2008	S <u>(1)</u>	100	D		11,446	D

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Common Stock					\$ 45.75		
Common Stock	03/31/2008	S <u>(1)</u>	100	D	\$ 45.73	11,346	D
Common Stock	03/31/2008	S <u>(1)</u>	100	D	\$ 45.69	11,246	D
Common Stock	03/31/2008	S <u>(1)</u>	300	D	\$ 45.68	10,946	D
Common Stock	03/31/2008	S <u>(1)</u>	100	D	\$ 45.63	10,846	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)

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. Transactic Code (Instr. 8)	Acqu (A) o Dispo	erivative rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and a Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 8.02	03/31/2008		M		1,250	(2)	04/03/2014	Common Stock	1,25
Non-Qualified Stock Option (Right to Buy)	\$ 25	03/31/2008		M		5,250	<u>(3)</u>	09/01/2014	Common Stock	5,25
Non-Qualified Stock Option (Right to Buy)	\$ 21	03/31/2008		M		5,250	<u>(3)</u>	09/01/2014	Common Stock	5,25
Non-Qualified Stock Option (Right to Buy)	\$ 17	03/31/2008		M		5,250	(3)	09/01/2014	Common Stock	5,25
Non-Qualified Stock Option	\$ 15	03/31/2008		M		1,250	<u>(3)</u>	04/27/2015	Common Stock	1,25

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(Right to Buy)								
Non-Qualified Stock Option (Right to Buy)	\$ 14	03/31/2008	M	375	<u>(4)</u>	09/01/2014	Common Stock	375
Non-Qualified Stock Option (Right to Buy)	\$ 14	03/31/2008	M	375	<u>(3)</u>	09/01/2014	Common Stock	375

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Zimmer Thomas								
1800 CENTURY PARK EAST			SVP, North America					

Signatures

LOS ANGELES, CA 90067

Vicki Tuchman by Power of 04/02/2008

**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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 3, 2008.
- (2) Options vest in 5% quarterly increments commencing on April 3, 2004 and each quarter thereafter until fully vested.
- (3) Option vests in 5% quarterly increments commencing on September 30, 2004 and each quarter thereafter until fully vested.
- (4) Option vests in 5% quarterly increments commencing on March 31, 2005 and each quarter thereafter until fully vested.

Remarks:

Form 1 of 2

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.

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