

HERBALIFE LTD.
Form 4
February 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
02/27/2008

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)
Chairman & 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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Common Stock | 02/27/2008 | | M | | | 60,161 A \$ 3.52 | 141,210 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | | | 100 D \$ 44.29 | 141,110 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | | | 100 D \$ 44.27 | 141,010 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | | | 15,100 D \$ 44.25 | 125,910 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | | | 200 D \$ 44.21 | 125,710 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | 02/27/2008 | <u>S(1)</u> | 200 | D | \$ 44.19 | 125,510 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 300 | D | \$ 44.16 | 125,210 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 44.13 | 124,810 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 44.12 | 124,410 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 500 | D | \$ 44.1 | 123,910 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 100 | D | \$ 44.07 | 123,810 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 44.04 | 123,410 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 800 | D | \$ 44.02 | 122,610 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 1,000 | D | \$ 44.01 | 121,610 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 6,000 | D | \$ 44 | 115,610 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 1,700 | D | \$ 43.99 | 113,910 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 43.98 | 113,510 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 100 | D | \$ 43.97 | 113,410 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 43.96 | 113,010 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 43.95 | 112,610 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 2,500 | D | \$ 43.9 | 110,110 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 1,800 | D | \$ 43.89 | 108,310 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 43.87 | 107,910 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 100 | D | \$ 43.86 | 107,810 | D |
| Common Stock | 02/27/2008 | <u>S(1)</u> | 400 | D | \$ 43.85 | 107,410 | D |
| | 02/27/2008 | <u>S(1)</u> | 900 | D | | 106,510 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------|---------|---|
| Common Stock | | | | | | \$ 43.81 | | |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | 2,761 | D | \$ 43.79 | 103,749 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | 1,500 | D | \$ 43.78 | 102,249 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | 300 | D | \$ 43.77 | 101,949 | D |
| Common Stock | 02/27/2008 | | S ⁽¹⁾ | 1,200 | D | \$ 43.76 | 100,749 | 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Options (Right to Buy) | \$ 3.52 | 02/27/2008 | | M | | 60,161 | | ⁽²⁾ | 04/03/2013 | Common Stock |
| Stock Appreciation Rights ⁽³⁾ | \$ 43.13 | 02/28/2008 | | A | | 120,000 | | ⁽⁴⁾ | 02/28/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON MICHAEL 1800 CENTURY PARK EAST LOS ANGELES, CA 90067 | X | | Chairman & CEO | |

Signatures

Vicki Tuchman by Power of
Attorney

02/29/2008

__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 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.
- (3) Stock Appreciation Rights granted pursuant to the Herbalife Ltd. 2005 Stock Incentive Plan.
- (4) Stock Appreciation Rights vest in 20% increments on February 28, 2009 and on February 28, 2010 with the remaining 60% increment vesting on February 28, 2011.

Remarks:

Form 1 of 2

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