HERBALIFE LTD.

Form 4 June 17, 2008

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

LEVY ROBERT

2. Issuer Name and Ticker or Trading

Symbol HERBALIFE LTD. [HLF]

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/15/2007

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

1800 CENTURY PARK EAST

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

SVP/Worldwide Dist. Sales

(Street) 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) (Z	(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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock (1)	05/15/2007		A	9	A	\$0	54,749	D				
Common Stock (1)	09/14/2007		A	22	A	\$ 0	54,771	D				
Common Stock (1)	12/14/2007		A	22	A	\$0	54,793	D				
Common Stock (1)	03/14/2008		A	45	A	\$0	54,838	D				
Common Stock	06/13/2008		A	56	A	\$ 0	54,894	D				

#### Edgar Filing: HERBALIFE LTD. - Form 4

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of	Derivative	J	
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	ay/Year) (Instr. 8) Derivative Securities		e	Securi	ities	(Instr. 5)	]	
		Derivative						(Instr.	3 and 4)		(	
		Security				Acquired						J
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration Date	Title	or Number		
							Exercisable					
				Code V	V (A) (D)				of Charac			
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEVY ROBERT 1800 CENTURY PARK EAST LOS ANGELES, CA 90067

SVP/Worldwide Dist. Sales

### **Signatures**

Vicki Tuchman by Power of Attorney 06/17/2008

\*\*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) Consists of dividend equivalents accrued with respect to previous awards of unvested restricted stock units, and vested, but deferred restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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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