Edgar Filing: HERBALIFE LTD. - Form 4

HERBALIFE Form 4												
WashCheck this boxif no longersubject toSection 16.Form 4 orForm 5Filed pursuant to Section 16.					ITIES AND EXCHANGE COMMISSION hington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP OF SECURITIES 5(a) of the Securities Exchange Act of 1934, ility Holding Company Act of 1935 or Sectio					Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5		
See Instru 1(b).		30(h) of the Inv	vestment	Compan	y Act	of 19	40				
(Print or Type R	esponses)											
GOUDIS RICHARD Symb			Symbol	2. Issuer Name and Ticker or Trading ymbol IERBALIFE LTD. [HLF]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3.			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2006				(Check all applicable) <u>X</u> Director 10% Owner <u>X</u> Officer (give title Other (specify below) Chief Financial Officer				
			nendment, Date Original (onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
LOS ANGEI	LES, CA 900	67						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	emed ion Date, if ı/Day/Year)	Code (Instr. 8)	7 Amount	l (A) o l of (D 4 and (A) or)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/23/2006			А	3,375 (1)	А	\$0	3,375	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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 torDerivative6. Date Exercisable and Expiration DateSecurities(Month/Day/Year)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Rights (2)	\$ 32.79	03/23/2006		А	31,500	(3)	03/23/2016	Common Stock	31,50

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporting of their runner runners	Director	10% Owner	Officer Chief Financial Officer	Other			
GOUDIS RICHARD 1800 CENTURY PARK EAST LOS ANGELES, CA 90067			Chief Financial Officer				
Signatures							
Vicki Tuchman by Power of Attorney		03/27/2006	i				
** 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).

Consists of grant of restricted stock units under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a (1) contingent right to receive one share of Common Stock and vests with respect to 1/3 of the stock units awarded on April 23, 2007, March

- (1) contingent right to receive one share of Common stock and vests with respect to 1/3 of the stock units awarded on April 23, 2007, Ma 23, 2008 and March 23, 2009.
- (2) Stock Appreciation Rights granted pursuant to the Herbalife Ltd. 2005 Stock Incentive Plan.
- (3) Stock Appreciation Rights vest in 5% quarterly increments commencing on March 31, 2006 and on the last day of each subsequent calendar quarter thereafter until fully vested.

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.