Edgar Filing: HERBALIFE LTD. - Form 4

Form 4															
September FORM	ЛЛ											OMB	APPROVA	۸L	
UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549						COMMISSION		OMB Number:	3235-	-0287					
if no lot subject Section Form 4 Form 5 obligati may con	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or Form 5 obligations Mage 10 Section 16. Form 4 or Section 16. Form 5 obligations Mage 10 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							,	Expires:January 31 2005Estimated average burden hours per response0.5						
(Print or Type	Responses)														
JOHNSON MICHAEL S				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
				HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction							(Check all applicable)				
(1				(Month/Day/Year) 07/22/2008						X Director 10% Owner X Officer (give title Other (specify below) Chairman & CEO					
				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 					
(City)	(State)	(Zip)	Tal	ole I - No	o n-]	Derivativ	e Seci	uri	ities Acq	uired, Disposed o	of, o	or Benefic	ially Owne	d	
1.Title of Security (Instr. 3)		Fransaction Date 2A. Deemed			Code (Instr. 3, 4 and 5)						6. Ov Fo: Din or (I)	OwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)	of		
Common Stock	07/22/2008			Code F	V	Amount 3,235	(D) D	\$	Price 5 38.655	(Instr. 3 and 4) 253,045	D				
Common Stock (1)	09/10/2008			А		875	А		50.000 50	253,920	D				
Common Stock										56,561	Ι		Benefici owned through Michael Johnson	0.	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
JOHNSON MICHAEL 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	Х		Chairman & CEO	
Signatures				
Vicki Tuchman by Power of Attorney		09/12/2008		
**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).
- Consists of dividend equivalents accrued with respect to previous awards of 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.