Edgar Filing: HERBALIFE LTD. - Form 4

HERBALIFE Form 4											
November 06	Л	D STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATE 6. Filed pu ¹⁸ Section 17	 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 20(b) of the Investment Company Act of 1940 							Expires:January 31 2005Estimated average burden hours per response0.5		
(Print or Type R	esponses)										
PEZZULLO DAVID Symbol HERBA			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
				LIFE LT	L]		(Check all applicable)			
				e of Earliest Transaction n/Day/Year) /2008 mendment, Date Original Month/Day/Year)				Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Accounting Officer			
			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person								
LOS ANGE	LES, CA 9006	7						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3. Transactio Code (Instr. 8) Code V	(Instr. 3,	sposed 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/06/2008			Р	5,100	А	19.48 (1)	16,108	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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PEZZULLO DAVID 1800 CENTURY PARK EAST LOS ANGELES, CA 90067			Chief Accounting Officer					
Signatures								
Vicki Tuchman by Power of Attorney		11/06/2008						
**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).

This transaction was executed in multiple trades at prices ranging from \$19.15 to \$19.96. The price reported above reflects the weighted
 (1) average purchase price for these trades. The reporting person hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.