HERBALIFE LTD. Form 4

May 10, 2007

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Ad Bermingham	^	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1800 CENTURY PARK EAST		EAST	(Month/Day/Year) 05/09/2007	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
LOS ANGELES, CA 90067				Form filed by More than One Reporting Person		

#### LUS ANGELES, CA 9000/

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative :	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly 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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/09/2007		M	40,000	A	\$ 14	46,264	D	
Common Stock	05/09/2007		S	7,000	D	\$ 38.4	39,264	D	
Common Stock	05/09/2007		S	1,700	D	\$ 38.69	37,564	D	
Common Stock	05/09/2007		S	2,400	D	\$ 38.7	35,164	D	
Common Stock	05/09/2007		S	1,700	D	\$ 38.71	33,464	D	
	05/09/2007		S	600	D		32,864	D	

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ommon tock					\$ 38.72		
ommon tock	05/09/2007	S	400	D	\$ 38.73	32,464	D
ommon tock	05/09/2007	S	1,200	D	\$ 38.74	31,264	D
ommon tock	05/09/2007	S	100	D	\$ 38.76	31,164	D
ommon tock	05/09/2007	S	2,900	D	\$ 38.78	28,264	D
ommon tock	05/09/2007	S	400	D	\$ 38.79	27,864	D
ommon tock	05/09/2007	S	8,400	D	\$ 38.8	19,464	D
ommon tock	05/09/2007	S	3,400	D	\$ 38.81	16,064	D
ommon tock	05/09/2007	S	100	D	\$ 38.82	15,964	D
ommon tock	05/09/2007	S	1,300	D	\$ 38.83	14,664	D
ommon tock	05/09/2007	S	2,700	D	\$ 38.85	11,964	D
ommon tock	05/09/2007	S	900	D	\$ 38.86	11,064	D
ommon tock	05/09/2007	S	1,300	D	\$ 38.87	9,764	D
ommon tock	05/09/2007	S	500	D	\$ 38.88	9,264	D
ommon tock	05/09/2007	S	3,000	D	\$ 38.98	6,264	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D) (Instr. 3, 4,

and 5)

Code V (A) Expiration Title (D) Date

Exercisable Date Amo or Num

of Sh

Non-Qualified

Common stock option \$ 14 05/09/2007 M 40,000 (1) 12/15/2014 40,0 Stock (right to buy)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Bermingham Richard P 1800 CENTURY PARK EAST X LOS ANGELES, CA 90067

## **Signatures**

Vicki Tuchman by Power of 05/10/2007 Attorney

\*\*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) Option vests in 12 equal installments quarterly commencing on 3/31/2005 and each 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.

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