

JOHNSON MICHAEL  
Form 4  
March 01, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON MICHAEL

2. Issuer Name and Ticker or Trading Symbol  
HERBALIFE LTD. [HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 W. OLYMPIC BOULEVARD,  
#406  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

LOS ANGELES, CA 90015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2011		F		7,032 <sup>(1)</sup>	D	\$ 78.2
Common Stock	02/28/2011		F		7,213 <sup>(1)</sup>	D	\$ 78.41
Common Stock	03/01/2011		M		122,061	A	\$ 10.56
Common Stock	03/01/2011		S <sup>(2)</sup>		42,646	D	\$ 75.25 <sup>(3)</sup>
Common Stock	03/01/2011		S <sup>(2)</sup>		42,200	D	\$ 76.32

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					<u>(4)</u>				
Common Stock	03/01/2011		<u>S(2)</u>	5,499	D	\$ <u>(5)</u> 76.99	384,167	D	
Common Stock	03/01/2011		<u>S(2)</u>	4,901	D	\$ <u>(6)</u> 77.91	379,266	D	
Common Stock							55,000	I	Beneficially owned through Spouse's GRAT
Common Stock							55,000	I	Beneficially owned through GRAT
Common Stock							56,561	I	Beneficially owned through Michael O. Johnson IRA

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am Nun Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Options (Right to Buy)	\$ 10.56	03/01/2011		M	122,061	<u>(7)</u>	04/03/2013	Common Stock	12

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	X		Chairman & CEO	

## Signatures

Michael O. Johnson by Brett R. Chapman,  
Attorney-in-Fact

03/01/2011

\_\_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) Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

(2) Sale made pursuant to a pre-existing 10b5-1(c) trading plan publicly disclosed by the Issuer on November 9, 2009, under the headline "Herbalife Chairman and CEO Implements Orderly Stock Trading Plan; Will Retain Half of Net Proceeds in Company Stock."

(3) This transaction was executed in multiple trades at prices ranging from \$74.73 to \$75.69. The price reported reflects the weighted average sale price of \$75.25. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$75.73 to \$76.71. The price reported reflects the weighted average sale price of \$76.32. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$76.73 to \$77.67. The price reported reflects the weighted average sale price of \$76.99. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$77.73 to \$77.93. The price reported reflects the weighted average sale price of \$77.91. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) These options were fully vested as of June 20, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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