

HERBALIFE LTD.

Form 4

July 23, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walsh Des

(Last) (First) (Middle)

1800 CENTURY PARK EAST

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP, Distributor Sales

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

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	07/19/2007		M		21,250	A	\$ 8.02	25,843	D
Common Stock	07/19/2007		M		750	A	\$ 9	26,593	D
Common Stock	07/19/2007		M		500	A	\$ 13	27,093	D
Common Stock	07/19/2007		<u>S</u> ⁽¹⁾		500	D	\$ 44.04	26,593	D
Common Stock	07/19/2007		<u>S</u> ⁽¹⁾		1,100	D	\$ 44.02	25,493	D

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Common Stock	07/19/2007	S ⁽¹⁾	501	D	\$ 44.01	24,992	D
Common Stock	07/19/2007	S ⁽¹⁾	20,399	D	\$ 44	4,593	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified stock option (right to buy)	\$ 8.02	07/19/2007		M		21,250		<u>(2)</u>	04/03/2014	Common Stock	21,250
Non-Qualified stock option (right to buy)	\$ 9	07/19/2007		M		750		<u>(3)</u>	09/01/2014	Common Stock	750
Non-Qualified stock option (right to buy)	\$ 13	07/19/2007		M		500		<u>(3)</u>	09/01/2014	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships
Walsh Des 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	Director 10% Owner Officer Other SVP, Distributor Sales

Signatures

Vicki Tuchman by Power of Attorney
07/23/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2007.
- (2) Option vests 5% on April 3, 2004 and thereafter in 5% quarterly increments commencing on June 30, 2004 and on the last day of each subsequent calendar quarter thereafter until fully vested.
- (3) Option vests in 5% quarterly increments commencing on September 30, 2004 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.

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