

JOHNSON MICHAEL  
Form 4  
September 10, 2010

**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)  
09/08/2010

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	09/08/2010		G <sup>(1)</sup>	V 25,259 D \$ 0	424,369	D	
Common Stock	09/08/2010		G <sup>(1)</sup>	V 25,259 A \$ 0	449,628	D	
Common Stock	09/08/2010		G <sup>(2)</sup>	V 55,000 D \$ 0	339,628 <sup>(3)</sup>	D	
Common Stock	09/08/2010		G <sup>(2)</sup>	V 55,000 A \$ 0	55,000	I	Beneficially owned through Spouse's GRAT <sup>(4)</sup>

Common Stock	55,000	I	Beneficially owned through GRAT <sup>(5)</sup>
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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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

09/10/2010

\_\_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) This transaction is voluntarily filed to reflect the contribution by the reporting person of 25,259 shares of Herbalife's common stock to the Johnson Family Trust, a trust of which the reporting person is co-trustee and co-beneficiary.

On September 8, 2010, the reporting person and his spouse entered into a transmutation agreement pursuant to which the reporting person and his spouse agreed that 55,000 shares of Herbalife common stock owned by the reporting person and his spouse as community property would be deemed to be the separate property of his spouse and 55,000 shares of Herbalife common stock owned by the reporting

- (2) person and his spouse as community property would be deemed to be the separate property of the reporting person. Concurrently with the entry into this agreement, the reporting person's spouse contributed such shares to a grantor retained annuity trust for which she is the sole beneficiary and the initial trustee. Accordingly, such shares are now reported as indirectly owned by the reporting person through his spouse's grantor retained annuity trust.

The amount of securities beneficially owned directly by the reporting person following this transaction has been reduced by 55,000 shares to reflect the contribution by the reporting person on September 8, 2010, of 55,000 shares of Herbalife common stock to a grantor retained annuity trust, the Michael O. Johnson Annuity Trust 2010, for which the reporting person is the sole beneficiary and the initial trustee. Such shares are now reported as indirectly owned by the reporting person through his grantor retained annuity trust. These 55,000 shares of Herbalife common stock are the shares deemed to be the separate property of the reporting person pursuant to the transmutation agreement referred to in footnote one.

- (3)

- (4) The reporting person's spouse is the sole beneficiary and initial trustee of her grantor retained annuity trust.

- (5) The reporting person is the sole beneficiary and the initial trustee of the Michael O. Johnson Annuity Trust 2010.

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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