## JOHNSON MICHAEL

Form 4

December 01, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

1(b).

(Print or Type	Responses)						
1. Name and Address of Reporting Person * JOHNSON MICHAEL		Symbol	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) (Midd	ddle) 3. Date of Earliest	Transaction	(C	песк ин иррпес	ioic)	
800 W. OL #406	YMPIC BOULEVA	(Month/Day/Year) ARD, 11/30/2011		below)	give title 1 below) Chairman & CE		
	(Street)	4. If Amendment, l Filed(Month/Day/Yo	C	Applicable Line _X_ Form filed	by One Reporting	g Person	
LOS ANGI	ELES, CA 90015			Form filed by Person	by More than One	Reporting	
(City)	(State) (Zip	Table I - Non	-Derivative Securities A	cquired, Dispose	d of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	an	Execution Date, if Transac ny Code Month/Day/Year) (Instr. 8	4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or V Amount (D) Price	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)	
Common	11/20/2011		771 (1) A DO	071.001	_		

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		(	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	11/30/2011		A	771 <u>(1)</u>	A	\$0	871,291	D	
Common Stock							79,420	I	Beneficially owned through Spouse's GRAT
Common Stock							79,420	I	Beneficially owned through GRAT

Common Stock

113,042

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 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionNumber of (Instr. 8) Derivative Securities

Acquired (A) or

Date

Disposed

(Instr. 3, 4, and 5)

of (D)

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)

Secu Bene Own Follo

Repo Trans (Insti

Amount or Expiration Title Number Exercisable Date of Shares

**Reporting Owners** 

Reporting Owner Name / Address

Relationships

Code V (A) (D)

Director 10% Owner Officer Other

JOHNSON MICHAEL

800 W. OLYMPIC BOULEVARD, #406

X

Chairman & CEO

LOS ANGELES, CA 90015

**Signatures** 

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

12/01/2011

\*\*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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

Reporting Owners 2

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