

HERBALIFE LTD.
Form 4
May 08, 2006

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 *
PROBERT GREGORY

(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)
05/04/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price |
| Common Stock | 05/04/2006 | | M | | 45,000 | A | \$ 7 56,025 |
| Common Stock | 05/04/2006 | | S ⁽¹⁾ | | 5,000 | D | \$ 37.7 51,025 |
| Common Stock | 05/04/2006 | | S ⁽¹⁾ | | 5,000 | D | \$ 37.55 46,025 |
| Common Stock | 05/04/2006 | | S ⁽¹⁾ | | 10,000 | D | \$ 37.4092 36,025 |
| Common Stock | 05/04/2006 | | S ⁽¹⁾ | | 5,000 | D | \$ 37.4023 31,025 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|--------|---|
| Common Stock | 05/04/2006 | S ⁽¹⁾ | 10,000 | D | \$ 37.3571 | 21,025 | D |
| Common Stock | 05/04/2006 | S ⁽¹⁾ | 5,000 | D | \$ 37.24 | 16,025 | D |
| Common Stock | 05/04/2006 | S ⁽¹⁾ | 5,000 | D | \$ 37.01 | 11,025 | D |
| Common Stock | 05/05/2006 | M | 30,000 | A | \$ 7 | 41,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 38.35 | 36,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 38.25 | 31,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 38.2005 | 26,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 38.2001 | 21,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 38.15 | 16,025 | D |
| Common Stock | 05/05/2006 | S ⁽¹⁾ | 5,000 | D | \$ 37.74 | 11,025 | 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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| non-qualified stock option (right to buy) | \$ 7 | 05/04/2006 | | M | 45,000 | (2) 07/31/2013 | Common Stock | 45,000 |
| non-qualified | \$ 7 | 05/05/2006 | | M | 30,000 | (2) 07/31/2013 | Common | 30,000 |

stock option
(right to buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PROBERT GREGORY 1800 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | President & COO | |

Signatures

Vicki Tuchman by Power of Attorney
05/08/2006

__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 March 9, 2006.
- (2) Options were fully vested on July 31, 2005.

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.