

CHAPMAN BRETT  
Form 4  
July 19, 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 \*  
CHAPMAN BRETT

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

LOS ANGELES, CA 90015

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/15/2010

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)  
General Counsel

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 or Price		
Common Stock	07/15/2010		M		45,833 A \$ 15.5	98,758	D
Common Stock	07/15/2010		M		37,500 A \$ 15	136,258	D
Common Stock	07/15/2010		S <sup>(1)</sup>		83,300 D \$ 50	52,958	D
Common Stock	07/15/2010		S <sup>(1)</sup>		33 D \$ 50.01	52,925	D
Common Stock	07/15/2010		M		28,350 A \$ 32.79	81,275	D

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Common Stock	07/15/2010		D	22,795	D	\$ 50.06	58,480	D	
Common Stock	07/15/2010		M	26,083	A	\$ 40.25	84,563	D	
Common Stock	07/15/2010		D	23,358	D	\$ 50.06	61,205	D	
Common Stock	07/15/2010		M	8,878	A	\$ 43.13	70,083	D	
Common Stock	07/15/2010		D	8,223	D	\$ 50.06	61,860	D	
Common Stock	07/15/2010		M	4,439	A	\$ 13.64	66,299	D	
Common Stock	07/15/2010		D	2,718	D	\$ 50.06	63,581	D	
Common Stock							100	I	By children (2)

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)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 15.5	07/15/2010		M	45,833	(3) 12/01/2014	Common Stock	45,833
Non-Qualified Stock Option (Right to Buy)	\$ 15	07/15/2010		M	37,500	(4) 04/27/2015	Common Stock	37,500
Stock Appreciation	\$ 32.79	07/15/2010		M	28,350	(5) 03/23/2016	Common Stock	28,350

## Rights

## Stock

Appreciation Rights	\$ 40.25	07/15/2010	M	26,083	<u>(6)</u>	05/29/2017	Common Stock	26,0
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## Stock

Appreciation Rights	\$ 43.13	07/15/2010	M	8,878	<u>(7)</u>	02/28/2018	Common Stock	8,8
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## Stock

Appreciation Rights	\$ 13.64	07/15/2010	M	4,439	<u>(8)</u>	02/27/2019	Common Stock	4,4
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN BRETT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			General Counsel	

**Signatures**

Brett R. Chapman	07/19/2010
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     \*\*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 25, 2010.
  - (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
  - (3) These options were fully vested and exercisable as of December 1, 2007.
  - (4) These options were fully vested and exercisable as of April 27, 2008.
  - (5) This award of stock appreciation rights vests in increments of 1,575 at the end of each calendar quarter from March 31, 2006 through December 31, 2010.
  - (6) This award of stock appreciation rights was fully vested and exercisable as of May 29, 2010.
  - (7) This award of stock appreciation rights vests in increments of 20%, 20% and 60% on each of February 28, 2009, February 28, 2010, and February 28, 2011, respectively.
  - (8) This award of stock appreciation rights vests in increments of 20%, 20% and 60% on each of February 27, 2010, February 27, 2011, and February 27, 2012, respectively.

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.