#### JOHNSON MICHAEL

Form 4 May 09, 2013

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

#406

(Print or Type Responses)

1. Name and Address of Reporting Person \* JOHNSON MICHAEL

2. Issuer Name and Ticker or Trading Symbol

HERBALIFE LTD. [HLF]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/07/2013

800 W. OLYMPIC BOULEVARD,

(Street)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90015

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	equired, Dispose	d of, or Benefi	cially 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 tion(A) or Disposed of (D) ) (Instr. 3, 4 and 5)  (A) or		Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/07/2013		Code V $F(1)$	Amount 10,049	(D)	Price \$ 0	(Instr. 3 and 4) 815,877	D	
Common Stock							29,181	I	by trust for child
Common Stock							75,000	I	by GRAT
Common Stock							75,000	I	by spouse's GRAT
Common Stock							113,122	I	Beneficially owned through

Michael O. Johnson IRA

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercise Expiration D	ate	7. Title Amour	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any (Month/Doy/Voor)	Code	of Dorivotive	(Month/Day/	y ear)	Underl		Security (Instr. 5)	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securit	and 4)	(Instr. 5)	Bene
	Security				Acquired			(mstr	3 and 4)		Owne Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						D.	г		or		
						Date Expiration Exercisable Date	Title	Title Number			
							Date		of		
				Code V	(A) (D)				Shares		

Relationship

### **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
IOUNICON MICHAEL							

JOHNSON MICHAEL

Chairman & CEO 800 W. OLYMPIC BOULEVARD, #406 X

LOS ANGELES, CA 90015

#### **Signatures**

Michael O. Johnson by Brett R. Chapman, 05/08/2013 Attorney-in-Fact

> \*\*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).

Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

Reporting Owners 2

#### Edgar Filing: JOHNSON MICHAEL - Form 4

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.