FORM	4
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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).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address o JOHNSON MICHA	2. Issuer Name an HERBALIFE L			ding Sym	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director10% Owner					
(Last) 800 W. OLYMPIC	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2010						X_Officer (give title below) Other (specify below) Chairman & CEO				
(Street) LOS ANGELES, CA 90015			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_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)	(Instr. 8)	v	1		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Common Stock (1)		04/20/2010		А		17,478	А	\$0	374,088	D	
Common Stock									56,561	I	Through Michael O. Johnson IRA

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

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)																
1. Title of	2.	3. Transaction	3A. Deemed	4.	:	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transactio	on]	Numł	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	-	of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)]	Deriv	ative	ive		Securities		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					Secur				(Instr. 3 and			Owned	2	(Instr. 4)	
	Security					Acqu	ired			4)			0	Direct (D)		
						(A) 01							1	or Indirect		
						Disposed						Transaction(s)	× /			
						of (D	× /						(Instr. 4)	(Instr. 4)		
						(Instr	· · ·									
					4	4, and	15)					-				
											Amount					
								Date	Evaination		or					
								Exercisable	Expiration Date	Title	Number					
								Excicisable	Date		of					
				Code	V	(A)	(D)				Shares					

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	Х		Chairman & CEO					

Signatures

Michael O. Johnson by Brett R. Chapman, attorney-in-fact	04/21/2010		
**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) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in fifty percent (50%) increments on 04/20/2011 and 04/20/2012.

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.