FORM 4

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

OMB APPE	ROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

sponses)																
1. Name and Address of Reporting Person* RAHN WILLIAM				2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Middle) 800 W. OLYMPIC BOULEVARD, #406 (Street)				3. Date of Earliest Transaction (Month/Day/Year) 05/07/2010						X(X Officer (give title below) Other (specify below) SVP / Mg Dir Asia Pacific 6. Individual or Joint/Group FilingCheck Applicable Line) X Form filed by One Reporting Person					
				4. If Amendment, Date Original Filed(Month/Day/Year)												_X_ For
		(7in)														
	(State)	(Zip)				Tab	le I -	Non-D	erivative	Securities	Acquired, D	isposed o	f, or Benefi	cially Owned		
1.Title of Security (Instr. 3)		Date	Execution			, if Cod			(A) or Disposed of (wnership of	Nature Indirect eneficial
			(Month/Day		ay/Ye		'ode	V	Amount	(A) or	Ì	3 and 4)		o (1	r Indirect (In	wnership nstr. 4)
or Exercise (Month/Day/Year) any			4. 5. No Transaction of Do Code Secu			5. Numb of Deriv Securitie	er ative	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Ti			7. Title and of Underlyi Securities	Inderlying I strities		Derivative Securities	Ownership Form of	of Indirec
f 2. 3. Transaction 3A. Deemed Execution Date			e, if Transaction of E Code Section (1997)			warrar 5. Numb of Deriv	er ative	6. Date Exercisable and Expiration Date 7. Ti			7. Title and of Underlyi	tle and Amount 8. Inderlying Den		Derivative	Ownership	11. Natur of Indirect Beneficia
Derivative Security						of (D)							· /	\ /		
			Code			(A)	(D)	Date Exerci			Title	Amount or Number of Shares		(mstr. 4)	(Ilisti. 4)	
\$ 45.88	05/07/2010			A		12,394		<u>(</u>]) 05	5/07/2017	Common Stock	12,394	\$ 0	12,394	D	
]	ES, CA 90 ES, CA 90 y t on a separa Conversion or Exercise Price of Derivative	IAM (First) MPIC BOULEVARD, #44 (Street) ES, CA 90015 (State) y t on a separate line for each class t on a separate line for each class Conversion Date (Month/Day/Year)	IAM (First) (Middle) MPIC BOULEVARD, #406 (Street) ES, CA 90015 (State) (Zip) y 2. Transaction Date (Month/Day/Year) t on a separate line for each class of securities be any decension of the content of the co	IAM (First) (Middle) 3. Date (05/07) (Street) 4. If A ES, CA 90015 (State) (Zip) y 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Deriv (e.g., any (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date Execution Date (A.g., any (Month/Day/Year)) (Month/Day/Year) 2. (Month/Day/Year) (Month/Day/Year) (In Conversion Date (Month/Day/Year) (Month/Day/Year)	HERBAL (First) (Middle) 3. Date of Ex (05/07/201 (Street)) 4. If Amends ES, CA 90015 (State) (Zip) y 2. Transaction Date (Month/Day/Year) (Month/Day/Year) t on a separate line for each class of securities beneficially over (e.g., puts, any (Month/Day/Year)) Table II - Derivative (e.g., puts, any (Month/Day/Year)) Conversion of Exercise (Month/Day/Year) (Month/Day/Year) Price of Derivative Security	IAM HERBALIFE (First) (Middle) 3. Date of Earliest 05/07/2010 (Street) 4. If Amendment, ES, CA 90015 (State) (Zip) y 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year) t on a separate line for each class of securities beneficially owned of Execution Date (e.g., puts, calls, any (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 2. Conversion Date Execution Date, if or Exercise (Month/Day/Year) (Month/Day/Year) Price of Derivative Security (Month/Day/Year)	HERBALIFE LTD. [(Middle) MPIC BOULEVARD, #406 (Street) 4. If Amendment, Date On ES, CA 90015 (State) 2. Transaction Date (Month/Day/Year) 4. 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Transaction Date (Instr. 8) Code V Table II - Derivative Securities Acquired, District (Month/Day/Year) Code Code (Instr. 8) Code Code (Instr. 8) Code Code (Instr. 8) Code Code (Instr. 3, 4, and 5) Code Code (Ins	HERBALIFE LTD. [HLF] (Middle) MPIC BOULEVARD, #406 (Street) (Street) (State) (State) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. 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Table I - Non-Derivative Securities Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) 6. Date Execution Date (E.g., puts, calls, warrants, options, convertible securities and (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) 6. Date Expiration	HERBALIFE LTD. [HLF] Total Conversion of Exercise of Date of Execution Date of Underlying Securities Securities Securities Securities Date Execution Date of Underlying Securities Securitie	HERBALIFE LTD. [HLF] MPIC BOULEVARD, #406 (Street) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of this form are not required to respond ura currently valid OMB control number. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) A. Deemed Execution Date, if (Month/Day/Year) (Instr. 3, 4 and 5) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (C.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (C.g., puts, calls, warrants, options, convertible securities) Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)	A HERBALIFE LTD. [HLF]	HERBALIFE LTD. [HLF] (First) (Middle) (Pirst) (Middle) (Middle) (Middle) (Middle) (Street) (Storet) (Storet) (Storet) (Storet) (Storet) (Storet) (Storet) (Storet) (Anounth/Day/Year) (Storet) (Storet) (Storet) (Anounth/Day/Year) (Month/Day/Year) (Month/Day/Year	HERBALIFE LTD. [HLF] (First) (Middle) (Moltd-Day/Pear) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3) (Instr. 4) (Instr. 4)

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
RAHN WILLIAM 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP / Mg Dir Asia Pacific				

Signatures

William Rahn by Brett R. Chapman, attorney-in-fact	05/11/2010		
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 stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest on May 7, 2011, 20% will vest on May 7, 2012 and the remaining 60% will vest on May 7, 2013.

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.