## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Type Responses)  1. Name and Address of Reporting Person*  DeSimone John		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406			3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010					X Officer (give title below) Other (specify below)  Chief Financial Officer				
(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					Owned				
1.Title of Security (Instr. 3)	Date		2A. Deemed Execution Date, if any	(Instr. 8)	4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)		f(D)	(D) Beneficially Owner Reported Transact		ollowing (s)	6. Ownership Form:	Beneficial
			(Month/Day/Year)	Code	V Am	ount (A) or (D)	Price	(Instr. 3 a	Instr. 3 and 4)		\ /	Ownership (Instr. 4)
Common Stock	05/2	28/2010		A(1)	10	l A	\$ 0	38,812			D	
Reminder: Report on a sep	parate line for each	n class of securi	ties beneficially ow		Persons containe	who respor d in this for displays a d	m are	not requ	uired to res	spond unles	s	1474 (9-02)
Reminder: Report on a seg	parate line for each	n class of securi	ties beneficially ow		Persons containe	who respor	m are	not requ	uired to res	spond unles	s	1474 (9-02)
1. Title of 2. 3 Derivative Conversion E Security or Exercise (	3. Transaction Date (Month/Day/Year)	Table II - I (a 3A. Deemed Execution Dat	Derivative Securities, puts, calls, wa 4. te, if Transaction Code (Instr. 8)	es Acquires rrants, op 5. Number of Derivative Securities Acquired (A) or Disposed	Persons contained the form  ed, Dispositions, con  6. Date E and Expire	who respor d in this for displays a d	eficiallities) 7. Ti Amo Under	not requesting noting the noting in the noti	OMB cont	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(	f 10. Ownersl Form of Derivati Security Direct (I or Indire s) (I)	11. Nat of Indir Benefic Owners : (Instr. 4
1. Title of 2. Derivative Conversion Execurity (Instr. 3) Price of Derivative	3. Transaction Date	Table II - I (a 3A. Deemed Execution Dat	Derivative Securities.g., puts, calls, wa 4. e, if Transaction Code (ear) (Instr. 8)	es Acquire rrants, op 5. Number of Derivative Securities Acquired (A) or	Persons contained the form  ed, Dispositions, con  6. Date E and Expire	who respond in this for displays a coed of, or Benovertible secur xercisable ration Date	eficiallities) 7. Ti Amo Undo Secu	e not requently valid  ly Owned  itle and ount of erlying urities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	f 10. Ownersl Form of Derivati Security Direct (l or Indire	11. Nat of India Benefic Owners: (Instr. 4
1. Title of 2. Conversion Execurity (Instr. 3) Price of Derivative	3. Transaction Date	Table II - I (a 3A. Deemed Execution Dat	Derivative Securities, ware seen of the securities of the security of the secu	es Acquire rrants, op 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	Persons contained the form  ed, Dispositions, con  6. Date E and Expire	who respond in this for displays a control of the security of	m are current ficial fittes) 7. Ti Amo Undo Secu (Inst 4)	e not requently valid  ly Owned  itle and ount of erlying urities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(	f 10. Ownersl Form of Derivati Security Direct (I or Indire s) (I)	11. Na of Indi Benefi Owner (Instr.

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Financial Officer			

## **Signatures**

John DeSimone by Brett R. Chapman, Attorney-in-Fact	06/02/2010
**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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.