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

(Print or Type Re	esponses)													
1. Name and Address of Reporting Person * CHAPMAN BRETT				2. Issuer Name and HERBALIFE LT	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest To 07/15/2010	n/Day/Yea	r)	X Officer (give title below) Other (specify below) General Counsel							
	((Street)		4. If Amendment, Da	ate Origina	l Filed(Month/Day/	Year)		6. Individual or X Form filed by O	Joint/Group	Filing(Check	Applicable Lin	e)
LOS ANGEI	LES, CA 90	0015								Form filed by M				
(City)		(State)	(Zip)		Table I -	Non-D	erivative	Securiti	ies Acqu	ired, Disposed o	f, or Benefi	cially Owne	d	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		(Instr. 8)			ities Acquired isposed of (D) 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Form:	7. Nature of Indirect Beneficial	
			(Month/Day/Year)	Code	V	Amount	(A) or (D) Price		(Instr. 3 and 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock			07/15/2010		М		45,833	A	\$ 15.5	98,758			D	
Common Stock 0			07/15/2010		M		37,500	A	\$ 15	136,258			D	
Common Sto	ock		07/15/2010		S ⁽¹⁾		83,300	D	\$ 50	52,958			D	
Common Stock			07/15/2010		S ⁽¹⁾		33	D	\$ 50.01	52,925			D	
Common Stock			07/15/2010		M		28,350	A	\$ 32.79	81,275			D	
Common Stock 0'			07/15/2010		D		22,795	D	\$ 50.06	58,480			D	
Common Stock 07		07/15/2010		M		26,083	A	\$ 40.25	84,563		D			
Common Stock 0			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 0			07/15/2010		D		8,223	D	\$ 50.06	61,860			D	
Common Stock 07/15			07/15/2010		M		4,439	A	\$ 13.64	66,299			D	
Common Stock 07/15/2			07/15/2010		D		2,718	D	\$ 50.06	63,581			D	
Common Stock									100			I	By children	
Reminder: Repo	ort on a separa	ate line for each c	lass of securities be	neficially owned dire	ectly or ind	irectly.								
						in thi	s form a	re not r	equired	e collection of d to respond ur ol number.				2 1474 (9-02)
			Table II	- Derivative Securit (e.g., puts, calls, w	-					Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution or Exercise Price of Derivative (Month/Day/Year)		4. 5.1 Transaction of Code Secar) (Instr. 8) Ac	Number	(Month/Day/Year)			7. Ti of U Secu	itle and Amount (nderlying urities tr. 3 and 4)		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	Owner Form of Deriva Securit Direct or India	tive Ownershi (Instr. 4) (D) rect
				Code V (A) (D)	Date Exerci	Ex isable Da	piration te	Title	Amount or Number of Shares		(Instr. 4)	(Instr.	1)

Non- Qualified Stock Option (Right to Buy)	\$ 15.5	07/15/2010	М		45,833	(3)	12/01/2014	Common Stock	45,833	\$ 0	0	D	
Non- Qualified Stock Option (Right to Buy)	\$ 15	07/15/2010	М		37,500	(4)	04/27/2015	Common Stock	37,500	\$ 0	0	D	
Stock Appreciation Rights	\$ 32.79	07/15/2010	M		28,350	<u>(5)</u>	03/23/2016	Common Stock	28,350	\$ 0	3,150	D	
Stock Appreciation Rights	\$ 40.25	07/15/2010	M		26,083	<u>(6)</u>	05/29/2017	Common Stock	26,083	\$ 0	0	D	
Stock Appreciation Rights	\$ 43.13	07/15/2010	M		8,878	(7)	02/28/2018	Common Stock	8,878	\$ 0	13,317	D	
Stock Appreciation Rights	\$ 13.64	07/15/2010	M		4,439	(8)	02/27/2019	Common Stock	4,439	\$ 0	17,756	D	

Reporting Owners

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

Signatures



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 purposes. 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.

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