FORM	4
------	---

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

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

#### 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)			n								
1. Name and Address of I RAHN WILLIAM	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
800 W. OLYMPIC B	(First) BOULEVA	(Middle) RD, #406	3. Date of Earliest 7 08/27/2010	Transactior	n (Mo	onth/Day/	Year)		XOfficer (give title below)         Other (specify below)           SVP / Mg Dir Asia Pacific		
LOS ANGELES, CA	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								
(Instr. 3) Dat		2. Transaction Date (Month/Day/Year)		Code (Instr. 8)		*		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature Ownership Form: 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		08/27/2010		A <mark>(1)</mark>		17	А	\$0	7,001	D	

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

Persons who respond to the collection of information SEC 1474 (9-02) 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 ontions convertible securities)

	( <i>e.g.</i> , puts, cans, warrants, options, convertible securities)														
1. Title of			3A. Deemed	4.		5.		6. Date Exer					9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on	Numb	ber	and Expirati	on Date	Amount of Derivativ		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of	of (Month/Day/Year) U		Unde	rlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ecurities		(Instr. 3 and			Owned	Security:	(Instr. 4)	
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) o	r						Reported	or Indirect	
					Disposed					Transaction(s)	(I)				
						of (D)						(Instr. 4)	(Instr. 4)		
						(Instr	tr. 3,								
						4, and	15)								
											Amount				
								D (	<b>.</b>		or				
								Date Expiration Exercisable Date		Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	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	08/31/2010
**Signature of Reporting Person	Date

# **Explanation of Responses:**

<sup>\*</sup> 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. (1)

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.