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

1. Name and Address of Reporting Person* LEVY ROBERT				2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406			3. Date of Earliest Transaction (Month/Day/Year) 08/27/2010					X Office				low)
(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				
State)	(Zip)	T:	able I -	Non-De	ivative S	Securities A	Acqui	ired, Disp	osed of, or l	Beneficially (Owned	
Date	2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)					Beneficially Owned Following Reported Transaction(s)		Collowing (s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Tear		le V	Amour	(A) or (D)	Price	(IIIsti. 3 a	na 4)	\ /		(Instr. 4)
08/	27/2010		ΑC	1)	153	A	\$ 0	82,038			D	
				 uired, D	isposed	of, or Bene	ficial			uoi numbei	•	
Transaction ate Month/Day/Year)	any	Code (Instr. 8)	Number of (M) Derivative Securities Acquired (A) or Disposed		d Expiration Date Ionth/Day/Year)		Amo Und Secu	ount of erlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	o) ct
								Amount				
a a	Pirst) DULEVARD, Street) 90015 State) 2. Ti Date (Mo 08/2 arate line for each	Pirst) (Middle) DULEVARD, #406 Street) 90015 State) (Zip) 2. Transaction Date (Month/Day/Year) 08/27/2010 Table II - I	HERBALIFE 3. Date of Earliest 08/27/2010 Street) 4. If Amendment, 90015 State) 2. Transaction Date (Month/Day/Year) 08/27/2010 2. Transaction Date, if any (Month/Day/Year) 08/27/2010 Table II - Derivative Securit (e.g., puts, calls, was any (Month/Day/Year)) Transaction any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Instr. 8)	HERBALIFE LTD. Grist) (Middle)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Mo8/27/2010 Street) 4. If Amendment, Date Original F. 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquired, Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date, if Code (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) 3. Transaction Date, if Code (Instr. 8) Code (Instr. 8) Personn (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D)	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day 08/27/2010 4. If Amendment, Date Original Filed(Month of 190015 State) 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, if any (Month/Day/Year) Code V Amount Code (Instr. 8) Persons where of the form distributed in the form distrib	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2010 4. If Amendment, Date Original Filed(Month/Day/Year) 90015 State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 2. Transaction Date, if (Month/Day/Year) 2. Transaction Date, if (Month/Day/Year) 08/27/2010 3. Transaction 4. Securities Acquired (A) or Disposed of (Instr. 8) (Instr. 8) (Instr. 8) Persons who response on the form displays a contained in this form the form displays and the form	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2010 4. If Amendment, Date Original Filed(Month/Day/Year) 90015 State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) 3. Transaction (Code (Instr. 8) 4. Securities Acquired (Month/Day/Year) 4. Securities Acquired (Month/Day/Year) 4. Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) 4. Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) 4. Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) 4. Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) 4. Securities Acquired (A) or Disposed of OD Derivative Securities Acquired (A) or Disposed Od Derivative Securities Acquir	HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2010 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 08/27/2010 2. Transaction Date Execution Date, if (Instr. 3, 4 and 5) Code V Amount (A) or Disposed of (D) Reported (Instr. 3 and 4) Persons who respond to the collect contained in this form are not requesting the form displays a currently valid and Expiration Date (e.g., puts, calls, warrants, options, convertible securities) Transaction It and Execution Date, if (Instr. 8) Transaction It and Expiration Date (Month/Day/Year) (Month/Day/Year) 1. Transaction It and Expiration Date (Month/Day/Year) 2. Transaction Date Execution Date, if (Instr. 8) 1. Transaction It and Expiration Date (Month/Day/Year) 2. Transaction Date It and Expiration Date (Instr. 3 and Expiration Date (Month/Day/Year) 3. Transaction It and Expiration Date (Instr. 3 and Expiration Date (Instr. 3 and Expiration Date (Month/Day/Year) 3. Transaction It and Experities It and Experities It and Expiration Date (Month/Day/Year) 3. Transaction It and Experities It and Expiration Date (Instr. 3 and Expiration Date (Month/Day/Year) 3. Transaction It and Expiration It and Expiration Date (Instr. 3 and Expiration Date (Month/Day/Year) 4. Execution Date, if (Instr. 8) 1. Title and Amount of Underlying Securities It and Expiration Date (Instr. 3 and Expiration Date (Instr.	HERBALIFE LTD. [HLF] Director X Officer (give title bel SVP, W	HERBALIFE LTD. [HLF]	HERBALIFE LTD. [HLF] Director 10% Owner 10% Own

٠	Reporting Owner Name / Address	Relationships					
		Director	10% Owner	Officer	Other		
	LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, WW. Sales & Marketing			

Signatures

Robert Levy by Brett R. Chapman, Attorney-in-Fact		08/31/2010
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.