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 Typ	e Response	s)																	
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) Director 10% Owner					
800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest Transaction (Month/Day/Year) 11/30/2010							[X Officer (give title below) Other (specify below) SVP / Mg Dir Asia Pacific							
(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)			То	ble I	Non	Dowi	vativa !	Coonsi	tion A		rad Dian	asad of an l	Beneficially	Owned		
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ion Dat	med on Date, if	3. Transac Code (Instr. 8)		4. Section (A) or		curities Acquired		ired (D)	5. Amoun Beneficia Reported	nt of Securities ally Owned Following Transaction(s)		6. Ownership Form:	of In Bene	Beneficial
				(Month/Day/Year)			ode	V	Amour	nt (A)		rice	(Instr. 3 and 4)		Direct (D) or Indirect (I) (Instr. 4)		nership tr. 4)		
Common	Stock		11/30/2010				1	A		13 (1)	A	\$	0 8	3,793			D		
			Table II -	Derivati				t quire	the fo	orm dis	splays	s a cu Benef	urrer ficiall	ntly valid		spond unle trol numbe			
(Instr. 3)		3. Transaction Date (Month/Day/\)	3A. Deemed Execution Da any	tte, if Transaction Code Year) (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owner Form of Deriva Securit Direct or Indi	ship of B tive (I) (I) rect	(Instr. 4)	
				(Code	V	(A)	(D)	Date Exerc	cisable	Expira Date	ation	Title	Amount or Number of Shares					
Repor	ting O	wners																	

	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	12/02/2010
**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.