FORM	4
------	---

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Res

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 Response	1											
1. Name and Address of Reporting Person – Cuesta Patricio (Last) (First) (Middle)			2. Issuer Name and HERBALIFE L			ng Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner				
(Last) 800 W. OLYMPIC	3. Date of Earliest T 12/01/2010	ransaction (Mont	h/Day/Ye	ar)	X_Officer (give title below) Other (specify below) SVP/Managing Director SAM						
(Street) LOS ANGELES, CA 90015			4. If Amendment, D	ate Original	Filed	(Month/Day	/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) 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) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price			(Instr. 4)	
Common Stock		12/01/2010		S		1,238	D	\$ 69.25	3,335	D		
Common Stock		12/01/2010		М		630	А	\$ 38.96	3,965	D		
Common Stock		12/01/2010		D		452	D	\$ 69.23	3,513	D		
Common Stock		12/01/2010		М		1,232	А	\$ 40.25	4,745	D		
Common Stock		12/01/2010		D		898	D	\$ 69.23	3,847	D		
Common Stock		12/01/2010		М		2,400	А	\$ 40.28	6,247	D		
Common Stock		12/01/2010		D		1,749	D	\$ 69.23	4,498	D		
Common Stock		12/01/2010		М		1,000	А	\$ 43.13	5,498	D		
Common Stock		12/01/2010		D		755	D	\$ 69.23	4,743	D		
Common Stock		12/01/2010		М		1,202	А	\$ 13.64	5,945	D		
Common Stock		12/01/2010		D		575	D	\$ 69.23	5,370	D		
Common Stock		12/01/2010		М		1,400	А	\$ 13.64	6,770	D		
Common Stock		12/01/2010		D		670	D	\$ 69.23	6,100	D		
Common Stock		12/03/2010		S		2,765	D	\$ 70.77 (1)	3,335	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 contained SEC 1474 (9-02) 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, options, convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)										
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of	Expiration Date	of Underlying	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Derivative	(Month/Day/Year)	Securities	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Acquired				Owned	Security:	(Instr. 4)
	Security				(A) or				Following	Direct (D)	
					Disposed				Reported	or Indirect	
					of (D)				Transaction(s)	(I)	
					(Instr. 3, 4,				(Instr. 4)	(Instr. 4)	
					and 5)						
								1			

			Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 38.96	12/01/2010	М			630	<u>(2)</u>	11/30/2016	Common Stock	630	\$ 0	280	D	
Stock Appreciation Rights	\$ 40.25	12/01/2010	М			1,232	<u>(3)</u>	05/29/2017	Common Stock	1,232	\$ 0	0	D	
Stock Appreciation Rights	\$ 40.28	12/01/2010	М			2,400	<u>(4)</u>	12/31/2017	Common Stock	2,400	\$ 0	3,600	D	
Stock Appreciation Rights	\$ 43.13	12/01/2010	М			1,000	<u>(5)</u>	02/28/2018	Common Stock	1,000	\$ 0	1,500	D	
Stock Appreciation Rights	\$ 13.64	12/01/2010	М			1,202	<u>(6)</u>	02/27/2019	Common Stock	1,202	\$ 0	4,811	D	
Stock Appreciation Rights	\$ 13.64	12/01/2010	М			1,400	<u>(6)</u>	02/27/2019	Common Stock	1,400	\$ 0	5,600	D	

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Cuesta Patricio 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015			SVP/Managing Director SAM					

Signatures

Patricio Cuesta by Brett R. Chapman, Attorney-in-Fact	12/03/2010
**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).
- This transaction was executed in multiple trades at prices ranging from \$70.75 to \$70.78. The price reported above reflects the weighted average sale price. The reporting person hereby (1) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which all were vested by November 30, 2009.
- (3) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which all were vested by May 29, 2010.
- (4) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested December 31, 2008, 20% vested December 31, 2009 and the remaining 60% will vest on December 31, 2010.
- (5) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested February 28, 2009, 20% vested February 28, 2010 and the remaining 60% will vest February 28, 2011.
- (6) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested February 27, 2010, 20% will vest February 27, 2011 and the remaining 60% will vest February 27, 2012.

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.