## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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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 Ty	pe Response	s)														
1. Name and Address of Reporting Person * GOUDIS RICHARD				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) 03/23/2011							X Officer (give title below) Other (specify below) Chief Operating Officer					
(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 PersonForm filed by More than One Reporting Person					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						lired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		(A	4. Securities Acquir (A) or Disposed of ( (Instr. 3, 4 and 5)			Beneficia	nt of Securities ally Owned Following I Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership
				(Monui/Day/ 1	(car)	Code	e	V Ar	nount	(A) or (D)	Price	(msu. 3 a	na 4)	Direct (D) Ownershi or Indirect (I) (Instr. 4)		1
Common	Stock		03/23/2011				)	12	9	A S	\$ 0	68,384	58,384		D	
				Derivative Secu			th	ne forn , Dispo	n disp sed of	plays a c f, or Bene	urre ficial	ntly valid	OMB con	spond unle trol numbe		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/\footnote{\text{Month/Day/\footnote{\text{V}}}}	Execution Da Year) any	tte, if Transaction Code Year) (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownersh Form of Derivatir Security Direct (I or Indire	Beneficia Ownershi (Instr. 4)	
				Code	V	(A) (I	Е	Date Exercisa		Expiration Date	Title	Amount or Number of Shares				
Repor	ting O	wners														

		Relationships						
Reporting Owner Name / Add		rector	10% Owner	Officer	Other			
GOUDIS RICHARD 800 W. OLYMPIC BOULEVAI LOS ANGELES, CA 90015	RD, #406			Chief Operating Officer				

## **Signatures**

Richard P. Goudis by Brett R. Chapman, Attorney-in-Fact	03/25/2011
**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.