

FORM 4

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

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 Responses)

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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Operating Officer	
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406		3. Date of Earliest Transaction (Month/Day/Year) 09/09/2011			
(Street) LOS ANGELES, CA 90015		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing Check Applicable Line <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, 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)	3. Transaction Code (Instr. 8)		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) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/09/2011		M ⁽¹⁾		3,150	A	\$ 16.395	128,693	D	
Common Stock	09/09/2011		D		1,983	D	\$ 53.81	126,710	D	
Common Stock	09/09/2011		M ⁽¹⁾		26,634	A	\$ 21.565	153,344	D	
Common Stock	09/09/2011		D		18,125	D	\$ 53.81	135,219	D	
Common Stock	09/09/2011		M ⁽¹⁾		7,200	A	\$ 21.915	142,419	D	
Common Stock	09/09/2011		D		4,926	D	\$ 53.81	137,493	D	
Common Stock	09/09/2011		M ⁽¹⁾		8,878	A	\$ 6.82	146,371	D	
Common Stock	09/09/2011		D		4,745	D	\$ 53.81	141,626	D	
Common Stock	09/09/2011		M ⁽¹⁾		13,273	A	\$ 22.94	154,899	D	
Common Stock	09/09/2011		D		9,214	D	\$ 53.81	145,685	D	
Common Stock	09/13/2011		S ⁽¹⁾		20,142	D	\$ 55	125,543	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (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)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 16.395	09/09/2011		M		3,150	⁽²⁾ 03/23/2016	Common Stock	3,150	\$ 0	0 ⁽³⁾	D		
Stock Appreciation Rights	\$ 21.565	09/09/2011		M		26,634	⁽⁴⁾ 02/28/2018	Common Stock	26,634	\$ 0	0 ⁽⁵⁾	D		

Stock Appreciation Rights	\$ 21.915	09/09/2011		M		7,200	(6)	08/04/2018	Common Stock	7,200	\$ 0	0 (7)	D
Stock Appreciation Rights	\$ 6.82	09/09/2011		M		8,878	(8)	02/27/2019	Common Stock	8,878	\$ 0	26,634 (9)	D
Stock Appreciation Rights	\$ 22.94	09/09/2011		M		13,273	(10)	05/07/2020	Common Stock	13,273	\$ 0	53,093 (11)	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Operating Officer	

Signatures

Richard P. Goudis by Brett R. Chapman, Attorney-in-Fact	09/13/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2011.
- (2) These stock appreciation rights were fully vested as of December 31, 2010.
- (3) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 1,575 additional stock appreciation rights with respect to this award.
- (4) These stock appreciation rights were fully vested as of February 28, 2011.
- (5) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 13,317 additional stock appreciation rights with respect to this award.
- (6) These stock appreciation rights were fully vested as of August 4, 2011.
- (7) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 3,600 additional stock appreciation rights with respect to this award.
- (8) These stock appreciation rights vested as to 20% of the award on each of February 27, 2010 and February 27, 2011 and will vest as to the remaining 60% of the award on February 27, 2012.
- (9) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 17,576 additional stock appreciation rights with respect to this award.
- (10) These stock appreciation rights vested as to 20% of the award on May 7, 2011 and will vest as to 20% of the award on May 7, 2012 and as to 60% of the award on May 7, 2013.
- (11) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 33,183 additional stock appreciation rights with respect to this award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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