FORM	4
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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 JOHNSON MICH	2. Issuer Name a HERBALIFE			ding Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director10% Owner					
(Last) 800 W. OLYMPIC	(First) C BOULEVAR	3. Date of Earliest 12/01/2011	t Transactio	n (Mo	onth/Day/Y	ear)	X_Officer (give title below) Chairman &	Other (specify CEO	v below)		
LOS ANGELES, ((Street) CA 90015	4. If Amendment,	Date Origin	nal Fi	led(Month/Da	y/Year)	6. Individual or Joint/Group Filing(C _X_Form filed by One Reporting Person Form filed by More than One Reporting P		e Line)		
(City)	(State)	(Zip)		Table I	- Noi	1-Derivativ	e Secu	rities Acq	uired, Disposed of, or Beneficially C	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	(Instr. 8)		4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	Beneficial
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock		12/01/2011		M ⁽¹⁾		174,979	А	\$ 8.8	1,068,353	D	
Common Stock		12/01/2011		S ⁽¹⁾		108,100	D	\$ 55.64 <u>(2)</u>	960,253	D	
Common Stock		12/01/2011		S <mark>(1)</mark>		900	D	\$ 56.29 (<u>3)</u>	959,353	D	
Common Stock		12/02/2011		S ⁽¹⁾		48,300	D	\$ 55.81 (4)	911,053	D	
Common Stock		12/02/2011		S ⁽¹⁾		17,679	D	\$ 56.54 (5)	893,374	D	
Common Stock									79,420	I	Beneficially owned through Spouse's GRAT
Common Stock									79,420	I	Beneficially owned through GRAT
Common Stock									113,042	I	Beneficially owned through Michael O. Johnson IRA

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

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Table II	- Deriva	tive	Securities	Acquir	ed, Disposed	of, or	Beneficially Owned

(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Ni	umber of	6. Date Exer	cisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Deriv	vative	Expiration I	Date	of Underlyi	ng	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Secu	rities	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	uired (A)			(Instr. 3 and	l 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				or D	isposed of						Owned	Security:	(Instr. 4)
	Security				(D)							Following	Direct (D)	
					(Inst	r. 3, 4,						Reported	or Indirect	
					and 5	5)						Transaction(s)	(I)	
												(Instr. 4)	(Instr. 4)	
										Amount				
							Date	Expiration	Title	or				
							Exercisable	Date	THE	Number				
				Code V	(A)	(D)				of Shares				
							•			•	1			

Non- Qualified Stock Option	\$ 8.8	12/01/2011		М		174,979	<u>(6)</u>	04/03/2013	Common Stock	174,949	\$ 0	197,060	D	
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Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
JOHNSON MICHAEL 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	Х		Chairman & CEO					

Signatures

Michael O. Johnson by Brett R. Chapman, Attorney-in-Fact	12/05/2011
**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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2010.
- This transaction was executed in multiple trades at prices ranging from \$55.25 to \$56.24. The price reported above reflects the weighted average sale price. The reporting person hereby (2) 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.
- This transaction was executed in multiple trades at prices ranging from \$56.27 to \$56.34. The price reported above reflects the weighted average sale price. The reporting person hereby (3) 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.
- This transaction was executed in multiple trades at prices ranging from \$55.46 to \$56.45. The price reported above reflects the weighted average sale price. The reporting person hereby (4) 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.
- This transaction was executed in multiple trades at prices ranging from \$56.45 to \$56.81. The price reported above reflects the weighted average sale price. The reporting person hereby (5) 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.
- (6) These options were fully vested as of June 30, 2008.

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.