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

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

Γ	orting Person *	1			and Tio	ker or	· Trad	ling Sym	hal	4	5 Pala	tionshin s	of Penartina	Person(s) to I	ccuer	
Γ	rting Person *	1			and Tie	ker or	Trad	ling Sym	hal	4	5 Dala	tionchin o	of Panartina	Person(s) to I	cuer	
		-	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 (Street)					3. Date of Earliest Transaction (Month/Day/Year) 05/31/2012							X_ Officer (give title below) Other (specify below) SVP, WW. Sales & Marketing				
													6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person			
		(Zip)					N Y									
`																
(Instr. 3) Date		Date	Execution any	on Date, i	te, if C	Code (Instr. 8)		(A)	or Disposed of (D)		Owned Following Reported Transaction(s) (Instr. 3 and 4)				Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(Month/E	Oay/Y	(ear)			V Ame	(A) or				or (I)			
		05/31/2012							. ,	-	165.69	55 692		`		
		Table II -					red, I	Disposed	of, or Benefi	cially O						
Conversion or Exercise Price of Derivative Security	(Month/Day/Year f rive	any	e, if Transaction of I Code Sec (ear) (Instr. 8) Acc or I of (Instr. 8)		5. Num of Deri Securit Acquir or Disp of (D)	Derivative curities quired (A) Disposed (D) str. 3, 4,		Expiration Date (Month/Day/Year) o		7. Titl of Un Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
			Code	V	(A)	(D)		-		Title		Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
44.79	05/31/2012		A					<u>(2)</u>	05/31/2022	, ,		31,967	\$ 0	31,967	D	
n E	a separa	a separate line for each classification as the separate line for each classification. 3. Transaction Date Exercise (Month/Day/Year) in the separate line for each classification.	(State) (Zip) 2. Transaction Date (Month/Day/Year) 05/31/2012 a separate line for each class of securities bereful as separate line for each class of securities as separate line for each class of securities as separate line for each class of securities line for each class of securitie	(State) 2. Transaction Date (Month/Day/Year) 05/31/2012 a separate line for each class of securities beneficially or several assertion Date (Month/Day/Year) Table II - Derivative (e.g., puts.) 3. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code (Instr. 8)	(State) (Zip) 2. Transaction Date (Month/Day/Year) 05/31/2012 2A. Deemed Execution Date any (Month/Day/Year) 105/31/2012 Table II - Derivative Sec (e.g., puts, called Execution Date (Month/Day/Year) 2A. 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Transaction Date (Instr. 8) Code (Instr. 8)	Code V Amount Acquired Acquired	Code V Amount Code C	(State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 9, 4 and 5) (Instr. 9, 4 and	Code Code	Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Acquired (A) or Disposed of (D) (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Acquired (A) or Disposed of (D) (Instr. 3) (Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially of Code (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Sequired (A) or Disposed of (D) (Instr. 3) Tansaction (Instr. 3, 4 and 5) Tarnasaction (Instr. 3, 4 and 5) Table II - Derivative Securities Sequired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired (D) (Instr. 3) Table II - Derivative Securities Acquir	Came Came	Carp Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Securities

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, WW. Sales & Marketing				

Signatures

Robert Levy by Brett R. Chapman, Attorney-in-Fact	06/04/2012	
**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) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.
- (2) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest May 31, 2013, 20% will vest May 31, 2014, and 60% will vest May 31, 2015.

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.	