FORM 4

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

OMB APPROVAL
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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).

(Print or Type Responses)

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 Reporting Person – JOHNSON MICHAEL					2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406					3. Date of Earliest Transaction (Month/Day/Year) 09/10/2012						X_Office	X Officer (give title below) Other (specify below) Chairman & CEO				
(Street)				4. If A	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person					
LOS AN	GELES, C	CA 90015									Form file	Form filed by More than One Reporting Person				
(City	")	(State)	(Zip)		Table I - Non-Derivative Securities Acqu						quired, Disp	uired, Disposed of, or Beneficially Owned				
(Instr. 3) Date		. Transaction Date Month/Day/Year)	Execution	Deemed 3. Transaction Code (Instr. 8)		1 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. Ownersh Form: Direct (I or Indire	/	ct icial rship			
						Code	V	Amount	or (D)	Price				(I) (Instr. 4)	,	
Common	Stock					2000		Timount	(2)	11100	841,958 (1)		D		
Common	ı Stock	C	09/10/2012			G	V	29,181 (2)	D	\$ 0	89,591 ⁽³⁾			I	to chi from GRA	
Common	Stock	O	09/10/2012			G	V	14,591 (4)	D	\$ 0	75,000			I	to chi from GRA	
Common	Stock	0	09/10/2012			G	V	14,591	A	\$ 0	14,591			I	by ch	nild
Common	n Stock	C	09/10/2012			G	V	29,181 (<u>5</u>)	D	\$ 0	89,591 ⁽⁶⁾			I	to chi from spous GRA	se's
Common Stock		C	09/10/2012			G	V	14,591 (7)	D	\$ 0	75,000			I	to chi from spous GRA	se's
Common Stock		C	09/10/2012			G	V	14,591	A	\$ 0	29,181			I	by ch	nild
Common Stock											113,122			I	owne throu	igh ael O.
Reminder:	Report on a s	separate line fo	r each class of sec	curities ber	neficially o	owned dire	ectly o	or indirectl	y.		•					
Persons who respond to the collection of information SEC 1474 (9-02) contained 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)																
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execution 1	d 4. Date, if T	Transaction Code	5.	6. an (N	Date Exer d Expiration on the Control of	cisable on Date	7 A U S	Title and Amount of Underlying Juderlying Ju	8. Price of Derivative Security (Instr. 5)		ive Codes Frield Fried Codes Codes Fried Codes Codes Codes Codes Fried Codes Codes Codes Fried Fried Codes Codes Fried Fried Codes Fried Fried Fried Fried Codes Fried F	O. Dwnership Form of Derivative Security: Direct (D) or Indirect I) Instr. 4)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)

	Code V (A) (D)	Date Expiration Date Date Title of No.	Number
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Reporting Owners

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

Signatures

Michael O. Johnson by Brett R. Chapman, Attorney-in-Fact	10/26/2012
**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).
- The amount of securities beneficially owned directly by the reporting person has been increased by 71,296 shares to reflect the transfer on September 10, 2012 by the reporting person of 35,648 shares of Herbalife common stock, and the transfer by the reporting person's spouse on September 10, 2012 of 35,648 shares of Herbalife common stock, from each of their respective grantor retained annuity trusts to the Johnson Family Trust, a trust of which the reporting person is co-trustee and cobeneficiary.
- (2) This transaction involved a gift of securities by the reporting person to irrevocable trusts for the benefit of his children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (3) The amount of securities beneficially owned by the reporting person's grantor retained annuity trust has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
- This transaction involved a gift of securities by the reporting person to an irrevocable trust for the benefit of his daughter, who shares the reporting person's household. The (4) reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.
- (5) This transaction involved a gift of securities from the reporting person's spouse to irrevocable trusts for the benefit of their children, who do not share the reporting person's household. The reporting person has no pecuniary interest in these shares.
- (6) The amount of securites beneficially owned by the grantor retained annuity trust of the reporting person's spouse has been reduced by 35,648 to reflect the contribution of those shares to the Johnson Family Trust.
- This transaction involved a gift of securities by the reporting person's spouse to an irrevocable trust for the benefit of their daughter, who shares the reporting person's (7) household. The reporting person disclaims beneficial ownership of the shares held in this trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held in this trust for purposes of section 16 or for any other purpose.

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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