FORM	4
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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).

#### 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

(Print or Type Respon	nses)											
1. Name and Addres PEZZULLO DA	2. Issuer Name <b>a</b> HERBALIFE I			ading Syn	ıbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
800 W. OLYMP	3. Date of Earliest 07/29/2009	Transactio	n (M	onth/Day/	Year)	X Officer (give title below) Other (specify below) Chief Accounting Officer						
LOS ANGELES	(Street) , CA 90015	4. If Amendment,	Date Origi	nal Fi	iled(Month/	Day/Year	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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)		Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: of Indire Benefici	Beneficial	
				Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock		07/29/2009		А		407 <mark>(1)</mark>	А	\$0	37,225 (2)	D		
Common Stock		07/29/2009		F		408	D	\$ 29.21	36,817 <sup>(2)</sup>	D		

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

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

 (a) and (b) and (c) and

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	ion	Numl	umber and Expiration Date A		Amount of Derivativ		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day/Year) U		Underlying Securi		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative	Ì		Securities (Ins		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	rities			(Instr. 3 and			Owned	Security:	(Instr. 4)
	Security					Acqu	ired	red		4)		Following	Direct (D)		
						(A) o							1	or Indirect	
						Dispo	osed	ed					Transaction(s)		
						of (D	·						(Instr. 4)	(Instr. 4)	
						(Instr	· · · ·								
						4, and	15)								
											Amount	1			
								Dete	E		or				
									Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

# **Reporting Owners**

		Relationships						
Reporting Owner Name / Address		Director	10% Owner	Officer	Other			
PEZZULLO DAVID 800 W. OLYMPIC BOULEVAN LOS ANGELES, CA 90015	RD, #406			Chief Accounting Officer				

### Signatures

# **Explanation of Responses:**

(1) 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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

<sup>(2)</sup> Includes 339 shares purchased on March 31, 2009 and 188 shares purchased on June 30, 2009, under the issuer's Employee Stock Purchase Plan.