FORM	4
-------------	---

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

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

(Print or Type Responses)			- 1								
1. Name and Address of Ro JOHNSON MICHAE	2. Issuer Name HERBALIFE			υ.	ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (800 W. OLYMPIC B	3. Date of Earlie 07/29/2009	st Transact	tion (Month/Da	ay/Yea	X_Officer (give title below) Other (specify below) Chairman & CEO					
(LOS ANGELES, CA	4. If Amendmen	t, Date Ori	ginal	Filed(Mon	th/Day/	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)	7	ſable I - N	on-E	Derivative	Secur	ities Ac	quired, Disposed of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)		Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		(A) or Disposed of (D) H (Instr. 3, 4 and 5) H			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock		07/29/2009		А		6,681 (<u>1)</u>	А	\$ 0	339,404	D	
Common Stock		07/29/2009		F		3,316	D	\$ 29.21	336,088	D	
Common Stock									56,561	I	Beneficially owned through Michael O. Johnson IRA

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

SEC 1474 (9-02)

Persons who respond to the collection of information 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	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	on	Numl	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect				
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day/Year)		Month/Day/Year) Und		(Month/Day/Year)		Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative	ative		Securities		(Instr. 5)	Beneficially	Derivative	Ownership				
	Derivative					Secur	rities	28		(Instr. 3 and			Owned	Security:	(Instr. 4)				
	Security					Acqu	ired			4)			Following	Direct (D)					
						(A) o	r						Reported	or Indirect					
							Disposed					Transaction(s)	(I)						
						of (D	· · · · · · · · · · · · · · · · · · ·						(Instr. 4)	(Instr. 4)					
						(Instr	· · · ·												
						4, and	15)												
											Amount								
								D (т · .:		or								
									Expiration	Title	Number								
								Exercisable	Date		of								
				Code	V	(A)	(D)				Shares								

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	07/29/2009
**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.

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.