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	ises)										
1. Name and Addres Zimmer Thomas	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)           SVP, North America					
LOS ANGELES	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 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)	Execution Date, if	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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		194 <mark>(1)</mark>	А	\$0	13,546	D	
Common Stock		07/29/2009		F		313	D	\$ 29.21	13,233	D	

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)														
2.		3A. Deemed	4.	:	5.									11. Nature
Conversion	Date	Execution Date, if	Transactio	on 1	Numb	er	and Expiration	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)	any	Code	•	of		(Month/Day/Year)		Underlying		Security	Securities	Form of	Beneficial
Price of		(Month/Day/Year)	(Instr. 8)	]	Deriva	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative				:	Securi	ties	28		(Instr. 3 and			Owned	Security:	(Instr. 4)
Security					Acqui	red			4)			Following	Direct (D)	
					(A) or							Reported	or Indirect	
				]	Dispo	sed						Transaction(s)	(I)	
					of (D)							(Instr. 4)	(Instr. 4)	
					(Instr.	3,								
				4	4, and	5)								
										Amount				
							_							
										-				
							Exercisable Date	Date						
			Code	V	(A)	(D)				-				
	Conversion or Exercise Price of Derivative	Conversion Date or Exercise (Month/Day/Year) Price of Derivative	2. 3. Transaction 3A. Deemed Conversion or Exercise Price of Derivative (Month/Day/Year)	2. 3. Transaction 3A. Deemed 4. Transaction or Exercise (Month/Day/Year) Price of Derivative Security Security	2. 3. Transaction Date 3. Deemed 4. Transaction or Exercise (Month/Day/Year) Price of Derivative Security Security	2.     3. Transaction     3A. Deemed     4.     5.       Conversion or Exercise Price of Derivative Security     (Month/Day/Year)     3A. Deemed     4.     5.       (Month/Day/Year)     any (Month/Day/Year)     Code     of     Derivation       Security     Security     (Month/Day/Year)     (Month/Day/Year)     Code     of       Image: Security     Image: Security     Image: Security     Image: Security     Image: Security     Image: Security	2.     3. Transaction     3A. Deemed     4.     5.       Conversion     Date     Execution Date, if any     Transaction     Number of Of University       Price of Derivative Security     (Month/Day/Year)     (Month/Day/Year)     Instr. 8)     Derivative Securities       Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)     Instr. 3, 4, and 5)     Instr. 3, 4, and 5)	2. 3. Transaction Date (Month/Day/Year) 3A. Deemed 4. 5. 6. Date Exer any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 6. Date Exer and Expirati of Unstr. 8) 0. Date Exer and Expirati (Month/Day/Year) 0. 0. Date Exer and Expirati (Month/Day/Year) 0. 0. Date Exer and Expirati (Month/Day/Year) 0. 0. Date Exer and Expirati (Month/Day Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 0. Date Exercisable	2. 3. Transaction Date (Month/Day/Year) Price of Derivative Security 2. 3. Transaction Date (Month/Day/Year) 3. Deemed any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4, and 5) (Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4, and 5) (Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4, and 5)	2.       3. Transaction       3A. Deemed       4.       5.       6. Date Exercisable       7. Tit         Conversion       Date       (Month/Day/Year)       image: Conversion       1multiple       1multiple	2.       3. Transaction       3A. Deemed       4.       5.       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)         Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 8)         Security       Securities       Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)       0       1       1       4         Mumber of Date       Date       Date       Expiration Date       1	2. 3. Transaction Date (Month/Day/Year) Price of Derivative Security 3. Deemed (Month/Day/Year) Month/Day/Year) 3. Deemed any (Month/Day/Year) (Month/Day/Year) Security 3. Deemed any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5) (Instr. 4, and 5) (Instr. 5) (Instr. 4, and 6) (Instr. 4, and 6) (Instr. 4, and 6) (Instr. 4, and 6)	2. 3. Transaction Date (Month/Day/Year) Price of Derivative Security Security 3A. Deemed (Month/Day/Year) Derivative Security Security A. Deemed any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Exercisable Date Exercisable Title Amount or Number Security Securities Amount or Number Securities Amount or Number Securities Amount or Number Securities Securities Securities Securities Securities (Instr. 3 and Amount or Number Securities Securities Securities Securities Securities Securities (Instr. 4) Securities Securities Securities Securities Securities Securities Securities (Instr. 4) Securities Securities Securities Securities (Instr. 4) Securities Securities Securities (Instr. 4) Securities Securities Securities Securities Securities Securities (Instr. 4) Securities Securities Securities Securities Securities Securities Securities Securities Securities (Instr. 4) Securities	2.       3. Transaction Date (Month/Day/Year)       3A. Deemed Date (Month/Day/Year)       4.       5.       6. Date Exercisable and Expiration Date of Derivative Securities       7. Title and Amount of Underlying Securities       8. Price of Derivative Security       9. Number of Derivative Securities       10.         2.       (Month/Day/Year)       (Month/Day/Year)       4.       5.       Code of Derivative       0. Date Exercisable and Expiration Date (Instr. 8)       7. Title and Amount of Derivative       8. Price of Derivative       9. Number of Derivative       10.         Security Security       (Month/Day/Year)       (Month/Day/Year)       4.       Transaction Code (Instr. 8)       Number of Derivative       6. Date Exercisable and Expiration Date (Month/Day/Year)       8. Price of Derivative       9. Number of Derivative       10.         Security       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       Derivative Securities       Securities (Instr. 3) and (A) or Disposed of (D) (Instr. 4, and 5)       8. Price of Derivative       9. Number of Derivative       10.         Image: the price of Derivative       Securities       Image: the price of Od (D)       Image: the price of Od (D)       Image: the price of Od (D)       10.       Image: the price of Od (D)       9. Number of Od (D)       10.       10.       0.       0.       0.       0.       0.       0.       0.       0. <td< td=""></td<>

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Zimmer Thomas 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, North America				

### **Signatures**

 Thomas Zimmer by Richard Strulson, Attorney in Fact
 07/29/2009

 -\*\*Signature of Reporting Person
 Date

# **Explanation of Responses:**

- \*\* 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.

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