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).

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

`	pe Responses														-
Name and Address of Reporting Person* DeSimone John				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				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406				3. Date of Earliest Transaction (Month/Day/Year) 12/01/2009							X Officer (give title below) Other (specify below) SVP/Corp. Financial Planning				
(Street) LOS ANGELES, CA 90015				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City)		(State)	(Zip)		Ta	ble I - No	n-Der	ivative S	Securities	Acqui	ired, Disp	osed of, or I	Beneficially (Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if	Code (Instr. 8)	4. Securities Acqu (A) or Disposed o (Instr. 3, 4 and 5)		f (D) Beneficia Reported		nt of Securities ally Owned Following Transaction(s)		6. Ownership Form:	Beneficial	
					Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	r. 3 and 4)			Ownership (Instr. 4)	
Common	Stock		12/01/2009			F(1)		1,295	D	\$ 0	31,816			D	
											lly Owned				
Derivative Conversion Da		3. Transaction Date (Month/Day/Y	8. Transaction JaA. Deemed Execution Date Month/Day/Year) any		(e.g., puts, calls, wa 4. tte, if Transaction Code Year) (Instr. 8)		red, Disposed of, or Ben ptions, convertible secur 6. Date Exercisable and Expiration Date (Month/Day/Year)		eficially Own		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	f 10. Ownersh Form of Derivativ Security: Direct (Dor Indirect)	Ownersh (Instr. 4)	
						Disposed of (D) (Instr. 3, 4, and 5)							Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	e V	(A) (D)		cisable	Expiration Date	Title	Amount or Number of Shares				
Repor	ting O	wners													

Signatures

DeSimone John

LOS ANGELES, CA 90015

John DeSimone by Brett R. Chapman, Attorney-in-Fact	12/01/2009	
**Signature of Reporting Person	Date	

10%

Owner

Officer

SVP/Corp. Financial Planning

Other

Director

Explanation of Responses:

Reporting Owner Name / Address

800 W. OLYMPIC BOULEVARD, #406

* 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).
- Pursuant to the Issuer's 2005 Stock Incentive Plan, shares of the Issuer's common stock are issued to the Reporting Person as his or her restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding due to a recent vesting of restricted stock units held by the Reporting Person. No investment decision was made by the Reporting Person and the Reporting Person is incapable of determining the timing of the withholding.

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.