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

(Print or Type Responses) 1. Name and Address of Reporting Person* Henig Yair Steve			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) Chief Scientific Officer			
(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				
(State)	(Zip)	Ta	ıble I - No	n-Deri	ivative S	Securities A	Acqui	ired, Dispe	osed of, or l	Beneficially (Owned	
Date	Date (Month/Day/Year)	any	Code (Instr. 8)					(D) Beneficially Ow Reported Transa		Following (s)	6. Ownership Form:	Beneficial
			Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	ind 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
12/	01/2009		F ⁽¹⁾		654	D 5	\$ 0	18,734			D	
	(6			ptions,	conver	tible securi	ities)					
3. Transaction Date Month/Day/Year)	3A. Deemed Execution Date any	e.g., puts, calls, wa 4. Transaction Code (ear) (Instr. 8)	alls, warrants, options, convertible securities 5. 6. Date Exercisable and Expiration Date (Month/Day/Year) 8) Derivative (Month/Day/Year) Securities			7. Tanda Secu (Inst	itle and ount of erlying urities	e and to of Derivative Derivative Security (Instr. 5) 3 and 8. Price of Derivative Derivative Securities Germity Securities Owned Following Reported		Ownership Form of Derivative Security: Direct (D) or Indirect	Owners (Instr. 4	
			,									
		Code V	(A) (D)			Expiration Date	Title	Amount or Number of Shares				
3	(Street) A 90015 (State) 2. T Date (Mo	A 90015 (State) 2. Transaction Date (Month/Day/Year) 12/01/2009 parate line for each class of securion Table II - E (a) 3. Transaction Date Month/Day/Year) 3. Deemed Execution Date any	(Street) (Street) (State) (Zip) (Zip) (Zip) (Month/Day/Year) (Month/Day/Year) (A 90015 (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (Zip) (A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A 12/01/2009 Table II - Derivative Securities beneficially on the company of the properties of the pro	(Street) 4. If Amendment, Date Orig 4. Opened Execution Date, if any (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opened Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed	Soule Varies Soul	Soulevard 12/01/2009 4. If Amendment, Date Original Filed(Month 12/01/2009 4. If Amendment, Date Original Filed(Month 12/01/2009 5. Transaction 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed 2A. Deem	SOULEVARD, #406 12/01/2009 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Date Expiration Date (Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Date Expiration Date (Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed	Soule Soul	3. Date of Earliest Transaction (Month/Day/Tear) 3. Date of Earliest Transaction (Month/Day/Tear) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount Code (A) or Disposed of (D) Price (Instr. 3, 4 and 5) Code V Amount (D) Price (Instr. 3 and 4) 12/01/2009 Full 654 D \$ 0 18,734 Code V Amount (D) Price (Instr. 3 and 5) Persons who respond to the collect contained in this form are not required form displays a currently valid and Execution Date, if Code (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount of Underlying Securities (Instr. 3 and 4) Amount of Underlying Securities (Instr. 3, 4, and 5)	Street 12/01/2009 12/01/2	Chief Scientific O Chief S	Chief Scientific Officer Chief Scientific Officer

	Relationships					
Reporting Owner Name / Address		10% Owner	Officer	Other		
Henig Yair Steve 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Scientific Officer			

Signatures

Steve Yair Henig by Brett R. Chapman, Attorney-in-Fact	12/01/2009
**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).
- 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.