UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

es)														
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) 02/28/2010							X Officer (give title below) Other (specify below) Chief Financial Officer				
(Street)				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				
CA 90015										Form me	ed by More man	One Reporting	reison	
(State)	(Zip)		Ta	ble I -	Non	-Der	ivative S	Securities	s Acqui	ired, Disp	osed of, or l	Beneficially	Owned	
	2. Transaction Date (Month/Day/Year)	any		Code (Instr. 8)				of (D)	Reported Transaction(s) Form:		Ownership Form:	Beneficial		
	(Month/Day/Year)		Amoun	(A) or t (D)	Price				Ownership (Instr. 4)					
	02/28/2010			F	1)		515			31,436	66		D	
					quire	the f	orm dis	splays a	currei neficial	ntly valid	OMB con	•		
erivative Conversion Date Execution Date or Exercise (Month/Day/Year) any		4. Transaction Code Year) (Instr. 8)		5. Number of		6. Date Exercisable and Expiration Date A		7. Ti	ount of	Derivative	Derivative Securities Beneficially Owned Following Reported	Ownersl		
									Secu	ırities		Security (Instr. 5)	Derivati Security Direct (I or Indirects)	(Instr. 4)
		Code								Amount				
re	(Street) CA 90015 (State) Separate line for Date (Month/Day/	(First) (Middle) C BOULEVARD, #406 (Street) CA 90015 (State) (Zip) 2. Transaction Date (Month/Day/Year) 02/28/2010 Table II - 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	2. Issuer Nather Herbard (First) (Middle) 3. Date of Ea 02/28/2010 (Street) 4. If Amendate (Month/Day/Year) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, cale (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Date (Month/Day/Year)	2. Issuer Name a HERBALIFE I (First) (Middle) 3. Date of Earliest 02/28/2010 (Street) 4. If Amendment, CA 90015 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 02/28/2010 2. 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Individual or Joint/Group Filing X, One Form filed by One Reporting Person (Instr. 3 and 4) 6. Individual or Joint/Group Filing X, One Form file	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Nother (specify both other (sp

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Financial Officer				

Signatures

John DeSimone by Brett R. Chapman, Attorney-in-Fact	03/02/2010
**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 and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his 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
- (1) Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

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.