| FORM | 4 |
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| Check this box if no |
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| 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 Respons | ses) | | | | | | | | | | |
|-------------------------------------|--|--|--|--------------------|-------|--|--|---|--|--|-------------------------|
| 1. Name and Address GOUDIS RICHA | 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 | | | | |
| 800 W. OLYMPI | 3. Date of Earliest 02/26/2010 | Transactio | n (Mo | onth/Day/ | Year) | XOfficer (give title below) Other (specify below) Chief Operating Officer Officer | | | | | |
| LOS ANGELES, | (Street) 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 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) | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Ownership of Indi Form: Benefi | Beneficial |
| | | | | Code | v | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock (1 | Ĵ | 02/26/2010 | | А | | 4,874 | А | \$0 | 156,623 | D | |
| Common Stock | | 02/28/2010 | | F <u>(2)</u> | | 1,031 | D | \$ 40.05 | 155,592 | D | |

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

Persons who respond to the collection of information SEC 1474 (9-02) 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) | | | | | | | | | | | | | | |
|--|---|---|--|--|--|---|---|---|---|--|--|---|--|--|
| 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 | · · / | | Securities (Inst | | (Instr. 5) | Beneficially | Derivative | Ownership |
| Derivative | | | | : | Securi | ties | 1 | | (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 | | | | | | |
| | | | 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 Security Image: Security Image: Security Security Security | 2. 3. Transaction 3A. Deemed 4. 5. 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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 | | | |
| GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015 | | | Chief Operating Officer | | | | |

Signatures

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 restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in fifty percent (50%) increments on 02/26/2011 and 02/26/2012.

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

(2) 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.