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 Responses)										
1. Name and Address of Reporting Per LEVY ROBERT	2. Issuer Name <b>and</b> Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
800 W. OLYMPIC BOULEVA	(Middle) RD, #406	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2010						XOfficer (give title below)         Other (specify below)           SVP, WW. Sales & Marketing		
(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 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)	str. 3) Date Execution Da (Month/Day/Year) any		xecution Date, if Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5)			of (D)	Beneficially Owned Following Reported Transaction(s)	Form:	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	1
Common Stock	03/19/2010		A <mark>(1)</mark>		171	А	\$0	82,717	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 ontions convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)															
1. Title of Derivative	2. Conversion		3A. Deemed Execution Date, if	4. Transacti	on	5. Numl		6. Date Exer and Expirati		7. Tit Amo		8. Price of Derivative	9. Number of Derivative	10. Ownership	11. Nature of Indirect
		(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·	Code		of		(Month/Day		-	rlying			1	Beneficial
	Price of		(Month/Day/Year)			Deriv		· ·		Secur		2			Ownership
(1180.5)	Derivative		(Wollan Day Tear)	(msu. o)		Secur					. 3 and	· /	-		(Instr. 4)
										(IIISU	. 5 and			2	(IIIsu. 4)
	Security					Acqu				4)			0	Direct (D)	
						(A) 0							1	or Indirect	
						Dispo							Transaction(s)		
						of (D	· · · · · · · · · · · · · · · · · · ·						(Instr. 4)	(Instr. 4)	
						(Instr	· · · ·								
						4, and	15)								
											Amount				
								Data	Expiration		or				
										Title	Number				
								Exercisable	able Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, WW. Sales & Marketing					

### **Signatures**

Robert Levy by Brett R. Chapman, Attorney-in-Fact	03/22/2010
Signature of Reporting Person	Date

# **Explanation of Responses:**

<sup>\*</sup> 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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. (1)

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.