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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response...

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

	Reporting Pers	on-			nd Ti	cker o	r Tradi	ing Cri	ا م ما مما) Kelamon	isnip of Ken	orting Person	IST TO TSSHE		
		1. Name and Address of Reporting Person* RAHN WILLIAM			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406			3. Date of Earliest Transaction (Month/Day/Year) 03/29/2010							X Officer (give title below) Other (specify below) SVP / Mg Dir Asia Pacific						
(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						
ELES, C	A 90015										FOIII III	ed by More man	One Reporting I	erson		
	(State)	(Zip)		Ta	ble I	- Non	-Deriv	ative S	Securities	Acqui	equired, Disposed of, or Beneficially Owned					
curity		2. Transaction Date (Month/Day/Year)	any		f Code (Instr. 8)		(A) or Disposed o		of (D) Beneficia Reported		ally Owned Following Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial		
			(Month/D	oay/Year)		ode	V	Amoun	(A) or	Price	(Instr. 3 a	or I		or Indirect (I)	Ownership (Instr. 4)	
Stock	ı	03/29/2010			S	(1)			D	\$	7,623			,		
		Table II - I	Derivative	Securiti	ies Ac						-	OMB cont	rol number			
		, T	<u> </u>								·	I .			1	
Conversion	Date Execution Day/Year) any		te, if Transaction Code Year) (Instr. 8)				and Expiration Date (Month/Day/Year)			Amo Unde Secu	ount of erlying crities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivating Security Direct (I or Indirects)	(Instr. 4)	
			Code	de V	(A)		Date Exerci		Expiration Date	Title	Amount or Number of Shares					
200	Stock 2. Conversion or Exercise Price of Derivative	Stock Stock 2. Conversion or Exercise Price of Derivative SELES, CA 90015 (State) (State) (State) (State) (State) (State) (State) (A 90015 (State) (State) (State) (A 90015 (State) (State) (A 90015 (State) (State) (A 90015 (State) (Month/Day/Y	Stock 2. Transaction Date (Month/Day/Year) Stock 03/29/2010 Table II - I 2. Transaction Date (Month/Day/Year) 3. Transaction Date Conversion or Exercise Price of Derivative One of Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	Stock 2. Transaction Date (Month/Day/Year) Stock 03/29/2010 Table II - Derivative (e.g., puts, or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Inst	SELES, CA 90015 (State) (State) (Zip) (ZA. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Stock 03/29/2010 Table II - Derivative Securities beneficially over the conversion of Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	SELES, CA 90015 (State) (Zip) Table I 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 2. Table II - Derivative Securities beneficially owned of Execution Date, if any (Month/Day/Year) 2. Table II - Derivative Securities Ac (e.g., puts, calls, warrant) 2. Table II - Derivative Securities Ac (e.g., puts, calls, warrant) 2. Table II - Derivative Securities Ac (e.g., puts, calls, warrant) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	SELES, CA 90015 (State) (Zip) Table I - Non 2. Transaction Date (Month/Day/Year) Code (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Derivative Security Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Derivative Security A. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	SELES, CA 90015 (State) (Zip) Table I - Non-Derive Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 03/29/2010 S(1) Code V Stock 03/29/2010 S(1) Table II - Derivative Securities Acquired, Disposed (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) (Month/Day/Year) Date (Month/Day/Year)	ELES, CA 90015 (State) (Zip) Table I - Non-Derivative Stecurity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 03/29/2010	ELES, CA 90015 (State) (Zip) Table I - Non-Derivative Securities Curity 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed (Instr. 3, 4 and 5) Execution Date, if (Month/Day/Year) (A) or Disposed (Instr. 8) (A) or Disposed (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) (Instr. 8) (Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5)	EELES, CA 90015 (State) (Zip) Table I - Non-Derivative Securities Acquired Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Date (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Date (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 6) (Instr. 6) (Instr. 6) (EELES, CA 90015 Catable Catable	Courity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 3, 4 and 5) 3. Transaction (Instr. 3, and 4) 3. Transaction (Instr. 3,	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3, 4 and 5) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3) and 4) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Dental (Instr. 3) and 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Dental (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (S) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) and 3 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) and 4) Table II - Derivative Securities Acquired (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4)	Table I - Non-Derivative Securities Stock 03/29/2010 S(1) 27 D S 45 7,623 D	

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
RAHN WILLIAM 800 W. OLYMPIC BOULEVARD, #400 LOS ANGELES, CA 90015	5		SVP / Mg Dir Asia Pacific				

Signatures

William Rahn by Brett R. Chapman, attorney-in-fact	03/29/2010
**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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2009.

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.