FORM 4

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

OMB APPROVAL
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hours per response... 0.5

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

pe Response	s)														
1. Name and Address of Reporting Person * Hienrich Edi				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 BLVD. SUITE 406			3. Date of Earliest Transaction (Month/Day/Year) 04/06/2010						X Officer (give title below) Other (specify below) SVP/Managing Director EMEA						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(State)	(Zip)		Ta	able I -	- Non	-Der	ivative S	Securities	s Acqı	ired, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution D any	secution Date, if	Code (Instr. 8)		tion			Beneficially Owned Following Reported Transaction(s)		Ownership Form:	Beneficial		
			(Month/Day	/Year		de	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	and 4)	Direct (D) Own or Indirect (I) (Instr. 4)		Ownership (Instr. 4)
Stock		04/06/2010			F	<u>1)</u>		134		\$ 44.62	12,887			D	
Stock		04/06/2010			F	<u>1)</u>		116	11)	\$ 44.62	613			I	By Wife
Report on a s	eparate fine to	Table II -	Derivative S	ecurit	ies Ac	quire	Pers cont the f	ons whatained in	no respo n this fo splays a	orm ar curre	e not requently valid	uired to res OMB con	spond unle	ss	1474 (9-02)
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1	ersion Date (Month/Day/Y) of attive	Execution Da any	Transa Code	Transaction Number of		and Expiration Date (Month/Day/Year) Ar Un Se (Ir			An Un Sec	ount of derlying urities tr. 3 and Derivativ Security (Instr. 5)	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (or Indirects)	Beneficia Ownershiv: (Instr. 4)	
							Date		Expiration		Amount or				
	nd Address of Edi DLYMPIC GELES, C GELES, C Security Security 2. Conversion of Exercise Price of Derivative	nd Address of Reporting Per Edi (First) DLYMPIC BLVD. SU (Street) GELES, CA 90015 (State) Security 1 Stock Report on a separate line for Exercise Price of Derivative	nd Address of Reporting Person* Edi (First) (Middle) DLYMPIC BLVD. SUITE 406 (Street) (GELES, CA 90015 (State) (Zip) Security 2. Transaction Date (Month/Day/Year) A Stock 04/06/2010 Report on a separate line for each class of security Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Note HERBAL 2. Issuer Note HERBAL 3. Date of E O4/06/2010 (Street) 4. If Amend GELES, CA 90015 (State) 2. Transaction Date (Month/Day/Year) Security 2. 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If Amendment, Date Original Filed(Month/Day/Year) GELES, CA 90015 6. State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) A Security 2. Transaction Date (Month/Day/Year) A Security 3. Transaction Date, if Ocde (Instr. 8) Code V Amount (D) A Stock 04/06/2010 Report on a separate line for each class of securities beneficially owned directly or indirectly. 2. Transaction Code (Noth Pay/Year) A Stock 04/06/2010 Report on a separate line for each class of securities beneficially owned directly or indirectly. 2. Transaction Code (Noth Pay/Year) A Demed Execution Date in Transaction Of Code (Noth Pay/Year) Persons who respectential in this form of the form displays a separate (Month/Day/Year) A Demed Execution Date, if Transaction Of October (Noth Pay/Year) A Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible secution Date of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, dequired (A) or Disposed (D) (Instr. 3, dequired (D) (Ins	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 04/06/2010 3. Date of Earliest Transaction (Month/Day/Year) 04/06/2010 3. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 134	Address of Reporting Person Bedi	Ad Address of Reporting Person Bedi	2. Issuer Name and Ticker or Trading Symbol Edit HERBALIFE LTD. [HLF] OLYMPIC BLVD. SUITE 406 3. Date of Earliest Transaction (Month/Day/Year) O4/06/2010 A. If Amendment, Date Original Filed(Month/Day/Year) O4/06/2010 A. If Amendment, Date Original Filed(Month/Day/Year) O4/06/2010 A. If Amendment, Date Original Filed(Month/Day/Year) O4/06/2010 Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) O4/06/2010 O4/06/2010	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original FiledMonth/Day/Year) 4. If Amendment, Date Original FiledMonth/Day/Year) 6. Individual or Joint/Group Filing/Cheek Application (Instr. 3) 6. Individual or Joint/Group Filing/Cheek Application (Instr. 3) 6. Individual or Joint/Group Filing/Cheek Application (Instr. 3) 7. Form filed by More Rano Reporting Person (S) to Issue (Check all applicable) 7. Form filed by More Rano Reporting Person (S) 7. Form filed by More Rano Reporting Person (S) 7. 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Reporting Owners

		Relationships						
	Reporting Owner Name / Address		10% Owner	Officer	Other			
Hienrich Edi 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015				SVP/Managing Director EMEA				

Signatures

Edi Hienrich by Brett R. Chapman, Attorney-in-Fact	04/08/2010	
**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, 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 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.