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 Respon	nses)										
1. Name and Addres GOUDIS RICHA	2. Issuer Name an HERBALIFE I			ading Syn	ıbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
800 W. OLYMP	(First) IC BOULEVA	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010						X Officer (give title below) Other (specify below) Chief Operating Officer			
LOS ANGELES	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)	ode		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Bene	7. Nature of Indirect Beneficial Ownership
			(· · ·) · · ·)	Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	
Common Stock		05/28/2010		A <mark>(1)</mark>		171	А	\$ 0	166,413	D	
Common Stock		05/29/2010		F <u>(2)</u>		580	D	\$ 45.15	165,833	D	

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(<i>e.g.</i> , 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) U		Unde	rlying	Security	Securities	Form of	Beneficial	
Price of		(Month/Day/Year)	(Instr. 8)]	Deriva	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative				:	Securi	ities		(Instr	(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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Instr. 4) Instr. 4)

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 dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.
- 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.

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