## FORM 4

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

OMB APPROVAL
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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).

#### 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 Ty	pe Response	s)													
1. Name and Address of Reporting Person *- Walsh Des				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 BOULEVARD, #406					3. Date of Earliest Transaction (Month/Day/Year) 06/30/2010						X Officer (give title below) Other (specify below) President				
(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 Form filed by More than One Reporting Person					
	GELES, C														
(City	")	(State)	(Zip)		Ta	ble I - N	on-De	erivative	Securition	es Acqu	iired, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)			(Instr. 8)		4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	Beneficia Reported	nt of Securities ally Owned Following I Transaction(s)		6. Ownership Form:	Beneficial	
			(Month/Day/Year)		Code	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	nd 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common	Stock		06/30/2010			F <sup>(1)</sup>		886	D	\$ 46.05	73,903			D	
				Derivative Sec			cor the ired, I	ntained i form dis	n this fo splays a of, or Be	orm ar a curre	e not requently valid	OMB con	spond unle	ss	1474 (9-02)
1. Title of	2	3. Transactio		(e.g., puts, call		irrants, o 5.	-	i <b>s, conver</b> Date Exer			Title and	& Price of	9. Number	of 10.	11. Nature
Derivative Security	Conversion or Exercise Price of Derivative Security	Date (Month/Day/	Year) Execution Da	rate, if Transaction Code Year) (Instr. 8)	tion)	Number and		Expiration Date onth/Day/Year)		Am Und Sec	Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)		Owners Form of Derivate Security Direct ( or Indire	hip of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A) (D		te ercisable	Expirati Date	ion Titl	Amount or Number of Shares				

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Walsh Des 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			President			

# **Signatures**

Desmond J. Walsh by Brett R. Chapman, Attorney-In-Fact	07/02/2010
**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 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
- (1) 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.