

# FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>GOUDIS RICHARD</b>			2. Issuer Name and Ticker or Trading Symbol <b>HERBALIFE LTD. [HLF]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>		
(Last) (First) (Middle) <b>800 W. OLYMPIC BOULEVARD, #406</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>08/04/2010</b>					
(Street) <b>LOS ANGELES, CA 90015</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2010		M		10,000	A	\$ 8.02	175,833	D	
Common Stock	08/04/2010		M		10,000	A	\$ 12	185,833	D	
Common Stock	08/04/2010		M		10,000	A	\$ 16	195,833	D	
Common Stock	08/04/2010		M		10,000	A	\$ 20	205,833	D	
Common Stock	08/04/2010		M		10,000	A	\$ 24	215,833	D	
Common Stock	08/04/2010		M		7,500	A	\$ 17	223,333	D	
Common Stock	08/04/2010		M		7,500	A	\$ 21	230,833	D	
Common Stock	08/04/2010		M		7,500	A	\$ 25	238,333	D	
Common Stock	08/04/2010		M		13,500	A	\$ 14	251,833	D	
Common Stock	08/04/2010		M		750	A	\$ 9	252,583	D	
Common Stock	08/04/2010		M		750	A	\$ 13	253,333	D	
Common Stock	08/04/2010		M		100,000	A	\$ 15.5	353,333	D	
Common Stock	08/04/2010		S(1)		229,378	D	\$ 54.35 (2)	123,955	D	
Common Stock	08/04/2010		S(1)		28,522	D	\$ 55.4 (3)	95,433	D	
Common Stock	08/04/2010		S(1)		4,600	D	\$ 56.22 (4)	90,833	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 contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**


1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$ 8.02	08/04/2010		M		10,000	(5)	06/14/2014	Common Stock	10,000	\$ 0	0	D	

Non-Qualified Stock Option (Right to Buy)	\$ 12	08/04/2010					10,000	(5)	06/14/2014	Common Stock	10,000	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 16	08/04/2010					10,000	(5)	06/14/2014	Common Stock	10,000	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 20	08/04/2010					10,000	(5)	06/14/2014	Common Stock	10,000	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 24	08/04/2010					10,000	(5)	06/14/2014	Common Stock	10,000	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 17	08/04/2010					7,500	(6)	09/01/2014	Common Stock	7,500	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 21	08/04/2010					7,500	(6)	09/01/2014	Common Stock	7,500	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 25	08/04/2010					7,500	(6)	09/01/2014	Common Stock	7,500	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 14	08/04/2010					13,500	(6)	09/01/2014	Common Stock	13,500	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 9	08/04/2010					750	(6)	09/01/2014	Common Stock	750	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 13	08/04/2010					750	(6)	09/01/2014	Common Stock	750	\$ 0	0	D
Non-Qualified Stock Option (Right to Buy)	\$ 15.5	08/04/2010					100,000	(7)	12/01/2014	Common Stock	100,000	\$ 0	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Operating Officer	

## Signatures

Richard P. Goudis by Brett R. Chapman, Attorney-In-Fact		08/06/2010
		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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2010.

This transaction was executed in multiple trades at prices ranging from \$53.82 to \$54.82. The price reported reflects the weighted average sale price of \$54.35. The reporting person hereby

(2) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$54.83 to \$55.75. The price reported reflects the weighted average sale price of \$55.40. The reporting person hereby

(3) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$55.88 to \$56.49. The price reported reflects the weighted average sale price of \$56.22. The reporting person hereby

(4) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Consists of Non-Qualified Stock Options granted under the Herbalife Ltd. 2004 Stock Incentive Plan. The options vested quarterly in 5% increments from 06/30/2004 until 06/30/2009.

(6) Consists of Non-Qualified Stock Options granted under the Herbalife Ltd. 2004 Stock Incentive Plan. The options vested quarterly in 5% increments from 09/30/2004 until 09/30/2009.

(7) Consists of Non-Qualified Stock Options granted under the Herbalife Ltd. 2004 Stock Incentive Plan. The options vested in one-third increments on 12/01/2007, 12/01/2008 and 12/01/2009.

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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