

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* Hienrich Edi <small>(Last) (First) (Middle)</small> 800 W. OLYMPIC BLVD. SUITE 406 <small>(Street)</small> LOS ANGELES, CA 90015 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 08/13/2010 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director 10% Owner</small> <input checked="" type="checkbox"/> Officer (give title below) <small>Other (specify below)</small> SVP/Managing Director EMEA 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
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	08/13/2010		S		1,542	D	\$ 55.08 (1)	11,313	D	
Common Stock	08/13/2010		M		2,604	A	\$ 32.79	13,917	D	
Common Stock	08/13/2010		M		4,410	A	\$ 40.25	18,327	D	
Common Stock	08/13/2010		M		1,160	A	\$ 43.13	19,487	D	
Common Stock	08/13/2010		D		1,940	D	\$ 54.55	17,547	D	
Common Stock	08/13/2010		D		3,670	D	\$ 54.55	13,877	D	
Common Stock	08/13/2010		D		1,006	D	\$ 54.55	12,871	D	
Common Stock	08/16/2010		M		800	A	\$ 15	13,671	D	
Common Stock	08/16/2010		S		800	D	\$ 55	12,871	D	
Common Stock	08/17/2010		S		1,558	D	\$ 57	11,223	D	
Common Stock	08/13/2010		M		3,906	A	\$ 32.79	6,326	I	By Wife
Common Stock	08/13/2010		M		3,500	A	\$ 40.25	9,826	I	By Wife
Common Stock	08/13/2010		M		5,000	A	\$ 40.98	14,826	I	By Wife
Common Stock	08/13/2010		M		1,200	A	\$ 43.13	16,026	I	By Wife
Common Stock	08/13/2010		D		2,909	D	\$ 54.55	13,117	I	By Wife
Common Stock	08/13/2010		D		2,913	D	\$ 54.55	10,204	I	By Wife
Common Stock	08/13/2010		D		4,205	D	\$ 54.55	5,999	I	By Wife
Common Stock	08/13/2010		D		1,040	D	\$ 54.55	4,959	I	By Wife
Common Stock	08/13/2010		S		1,403	D	\$ 55	3,556	I	By Wife
Common Stock	08/17/2010		S		2,539	D	\$ 57.35 (2)	1,017	I	By Wife

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

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 32.79	08/13/2010		M			2,604	(3)	03/23/2016	Common Stock	2,604	\$ 0	434	D	
Stock Appreciation Rights	\$ 40.25	08/13/2010		M			4,410	(4)	05/29/2017	Common Stock	4,410	\$ 0	0	D	
Stock Appreciation Rights	\$ 43.13	08/13/2010		M			1,160	(5)	02/28/2018	Common Stock	1,160	\$ 0	1,740	D	
Stock Appreciation Rights	\$ 32.79	08/13/2010		M			3,906	(3)	03/23/2016	Common Stock	3,906	\$ 0	434	I	By Wife
Stock Appreciation Rights	\$ 40.25	08/13/2010		M			3,500	(4)	05/29/2017	Common Stock	3,500	\$ 0	0	I	By Wife
Stock Appreciation Rights	\$ 40.98	08/13/2010		M			5,000	(6)	07/31/2017	Common Stock	5,000	\$ 0	0	I	By Wife
Stock Appreciation Rights	\$ 43.13	08/13/2010		M			1,200	(5)	02/28/2018	Common Stock	1,200	\$ 0	1,800	I	By Wife
Non-Qualified Stock Option (Right to Buy)	\$ 15	08/16/2010		M			800	(7)	04/27/2015	Common Stock	800	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	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	08/17/2010
<small>Signature of Reporting Person</small>	<small>Date</small>

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) This transaction was executed in multiple trades at prices ranging from \$55.07 to \$55.13. The price reported reflects the weighted average sale price. The reporting person hereby 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.

- (2) This transaction was executed in multiple trades at prices ranging from \$57.35 to \$57.36. The price reported reflects the weighted average sale price. The reporting person hereby 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.
- (3) These stock appreciation rights vest in 5% increments on each of March 31, 2006 and the last day of each subsequent calendar quarter thereafter until fully vested on December 31, 2010.
- (4) These stock appreciation rights vested as to 20% on May 29, 2008, as to 20% on May 29, 2009, and as to the remaining 60% on May 29, 2010.
- (5) These stock appreciation rights vested as to 20% on February 28, 2009 and as to 20% on February 28, 2010, and will vest as to the remaining 60% on February 28, 2011.
- (6) These stock appreciation rights vested as to 20% on July 31, 2008, as to 20% on July 31, 2009, and as to the remaining 60% on July 31, 2010.
- (7) These stock appreciation vested in 5% increments on each of June 30, 2005 and the last day of the nineteen subsequent calendar quarters until fully vested on June 30, 2010.

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.