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

d Address of	S) Reporting Per	rson*	2. Issue	r Name	and T	icker	or Tra	ading Sy	mbol		5. Relation	nship of Rep	oorting Perso	on(s) to Issue	er
Edi	1 6							υ,			Direct		eck all appli	cable) 10% Owner	
) DLYMPIC	(First) BLVD. SU	(Middle) ITE 406			t Tran	sactio	n (M	onth/Day	y/Year)		X Office				below)
	(Street)		4. If Amo	endment	, Date	Origi	nal Fi	iled(Mont	h/Day/Year)	_X_ Form fil	ed by One Repo	orting Person		ble Line)
											FOIII III	ed by More man	One Reporting	reison	
)	(State)	(Zip)		Т	able I	- Nor	ı-Der	ivative	Securitie	es Acqui	ired, Disp	osed of, or l	Beneficially	Owned	
ecurity		2. Transaction Date (Month/Day/Year)	Execution any	Date, it	Coc (Ins	le	ction	(A) or l	Disposed	of (D)	Beneficia Reported	ally Owned I Transaction	Following	Form:	7. Nature of Indirect Beneficial
			(Month/E	ay/Year		lada	V	Amoun	(A) or	Drigo	(Instr. 3 a	and 4)		or Indirect	Ownership (Instr. 4)
Stock		02/27/2011					V		` /	\$ 78.2	11,154			D	
Stock		02/28/2011				F		172 (1) D	\$ 78.41	10,982			D	
Stock		02/27/2011				F		174 ⁽¹) D	\$ 78.2	849			Ι	By Wife
Stock		02/28/2011				F		178 <u>(1</u>	D D	\$ 78.41	671			I	By Wife
Report on a s	separate line fo	r each class of secu	rities benef	ficially o	wned		Pers	ons whained i	no respo n this fo	orm are	not requ	uired to res	spond unle	ess	1474 (9-02)
											ly Owned				
	Date	Year) Execution Da	Coc	le	of Deriv Secu Acqu (A) of Disp of (E) (Insti	vative rities nired or osed o) r. 3,	and (Mo	Expirati	on Date (Year)	Amo Und Secu (Inst 4)	Amount or Number	Derivative Security (Instr. 5)	Derivative Securities Beneficiall Owned Following Reported	Owners Form o Derivat Securit Direct o or India	Beneficia Ownersh (Instr. 4)
	Edi DLYMPIC GELES, C GELES, C Conversion or Exercise Price of Derivative	Edi (First) (First) (DLYMPIC BLVD. SU (Street) GELES, CA 90015 (State) ecurity Stock Stock Stock Stock Stock 2. Conversion or Exercise Price of Derivative Stock (Month/Day/	(Street) GELES, CA 90015 (State) (State) (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 02/27/2011 Stock 02/28/2011 Stock 02/28/2011 Report on a separate line for each class of security Table II - 1 Conversion or Exercise Price of Derivative Price of Derivative (Middle) (Zip) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date any (Month/Day/Year)	Edi (First) (Middle) (Street) (Street) (Street) (Street) (Street) (A. If Ame GELES, CA 90015 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 02/27/2011 Stock 02/28/2011 Stock 02/28/2011 Stock 02/28/2011 Report on a separate line for each class of securities benefit execution any (Month/Day/Year) Table II - Derivative (e.g., puts, any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Ins	Edi HERBALIFE DLYMPIC BLVD. SUITE 406 OZ/27/2011 (Street) GELES, CA 90015 OZigh Conversion or Exercise Conversion or Exercise Ozer (Month/Day/Year) Conversion or Exercise Conversion or Exercise Conversion or Exercise (Month/Day/Year) DATE (Month/Day/Year) (State) (Zip) Tansaction (Zip) CZip) Tansaction (Zip) Date (Month/Day/Year) CZip) Tansaction Date, if any (Month/Day/Year) CZip) Tansaction (As a point of Exercise Code (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, we call the privative of Code (Instr. 8) Tansaction Code (Instr. 8)	Edi HERBALIFE LTD (Middle) 3. Date of Earliest Trar 02/27/2011 (Street) 4. If Amendment, Date	Edi HERBALIFE LTD. [HI OLYMPIC BLVD. SUITE 406 02/27/2011 4. If Amendment, Date Origing	Edi	HERBALIFE LTD. [HLF] O	Edi	HERBALIFE LTD. [HLF] OLYMPIC BLVD. SUITE 406 OLYMPIC BLVD. SCECUTION Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) OLYMPIC BLVD. SUITE 406 OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 3, 4 and 5) OLYMPIC BLVD. SUITE 406 OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 3, 4 and 5) OLYMPIC BLVD. SUITE 406 OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 3, 4 and 5) OLYMPIC BLVD. SUITE 406 OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 4) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (D) (Instr. 4) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (D) (Instr. 8) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 4) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 4) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 4) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OLYMPIC BLVD. SCECUTION ACQUIRED (A) or Disposed of (D) (Instr. 5) OL		HERBALIFE LTD. [HLF] Chimeter Chimeter	Edit	HERBALIFE LTD, [HLF]

Reporting Owners

Γ				Relationships	
	Reporting Owner Name / Address	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	03/01/2011	1																																																							l																							
**Signature of Reporting Person	Date	_																												-	-			-	="	 	 	 	-"	ĺ	Ì	 	 -		-		 	_	_						_				_	_	_	_		 	 -	Ì														

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.