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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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* CHAPMAN BRETT				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) 03/23/2011								X Officer (give title below) Other (specify below)  General Counsel				
(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					
LOS AN	GELES, C	CA 90015										rom me	ed by More man	Tolle Reporting	reison	
(City	)	(State)	(Zip)		T	able I	- Non	-Deriv	ative S	ecurities	Acqui	red, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)			if Code (Instr. 8)		(A) or Disposed o (Instr. 3, 4 and 5)		f (D) Beneficia Reported		nt of Securities ally Owned Following I Transaction(s)		Ownership Form:	Beneficial	
			(Month/Day/Year			ode	V	(A) or Amount (D) Price			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
Common	Stock		03/23/2011				(1)	1	06	A	\$ 0	50,388			D	
			Table II - 1				quire	d, Disp	osed o	of, or Bene	eficiall	•	OMB con	trol numbe	r.	
1. Title of	2	3. Transaction	,	<i>e.g.</i> , puts, o		arran 5.	ts, opt				T	tle and	8 Price of	0 Number	of 10.	11. Nature
	2. Conversion or Exercise Price of Derivative Security		Execution Da Year) any	te, if Transaction Code Year) (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		Amo Unde Secu (Inst: 4)	ount of erlying urities r. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners Form o Derivat Security Direct ( or Indir	chip of Indirect Beneficial Ownership: (Instr. 4)	
				Code	le V	(A)		Exercis		Date	Title	Number of Shares				
Renor	ting ()	wners														

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CHAPMAN BRETT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			General Counsel				

# **Signatures**

Brett R. Chapman	03/25/2011			
**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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.