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

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

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 Type Responses)										
1. Name and Address of Reporting Person Cuesta Patricio	2. Issuer Name and HERBALIFE L			ıg Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
800 W. OLYMPIC BLVD., SUIT	3. Date of Earliest T 05/05/2011	ransaction (Montl	h/Day/Ye	ar)	X_Officer (give title below) Other (specify below) SVP/Managing Director SAM				
(Street) LOS ANGELES, CA 90015	4. If Amendment, D	ate 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				
(City) (State)	(Zip)	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)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	Owned Following Reported Transaction(s)	Ownership Form:	Beneficial
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) (or Indirect ((I) (Instr. 4)	
Common Stock	05/05/2011		S		1,158 (1)	D	\$ 104.17	1,554	D	
Common Stock	05/05/2011		М		3,600	А	\$ 40.28	5,154	D	
Common Stock	05/05/2011		D		2,172	D	\$ 103.47	2,982	D	
Common Stock	05/05/2011		М		1,500	А	\$ 43.13	4,482	D	
Common Stock	05/05/2011		D		933	D	\$ 103.47	3,549	D	

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

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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)	Conversion		3A. Deemed Execution Date, if any (Month/Day/Year)	Code		of Deri Secu Acq (A) Disp of (I	ivative urities uired or oosed D) tr. 3, 4,	6. Date Exer Expiration I (Month/Day	Date	r /		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
				Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 40.28	05/05/2011		М			3,600	<u>(2)</u>	12/31/2017	Common Stock	3,600	\$ 0	0	D	
Stock Appreciation Rights	\$ 43.13	05/05/2011		М			1,500	<u>(3)</u>	02/28/2018	Common Stock	1,500	\$ 0	0	D	

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Cuesta Patricio 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015			SVP/Managing Director SAM					

Signatures

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).

- This transaction was executed in multiple trades at prices ranging from \$104.11 to \$104.14. The price reported above reflects the weighted average sale price. The reporting person hereby (1) 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) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that were fully vested as of December 31, 2010.
- (3) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that were fully vested as of February 28, 2011.

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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Date