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

(Print or Type Responses) 1. Name and Address of Reporting Person* Fernandez Calero Miguel Angel			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 BLVD., SUITE 406			3. Date of Earliest Transaction (Month/Day/Year) 03/20/2013						X Officer (give title below) Other (specify below) SVP/Managing Director Mexico				
(Street) LOS ANGELES, CA 90015			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				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						nired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transa Date (Month/	/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	f Code (Instr. 8)		on 4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)			Beneficial Reported	nt of Securities ally Owned Following Transaction(s)		6. Ownership Form:	Beneficial
				Code	V	Amount	(A) or (D)	Price	(Instr. 3 and	nd 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/20/2	2013		A ⁽¹⁾		10	A	\$ 0	4,164			D	
Reminder: Report on a separate line		uss of securit			conta	ained in	this for	m are	not requ		ormation spond unles rol number	s	1474 (9-02)
Reminder. Report on a separate mis		ass of securit	Ž		conta	ained in	this for	m are	not requ	ired to res	spond unles	s	1474 (9-02)
1. Title of Derivative (Instr. 3) 2. Conversion or Exercise (Month/Day) Price of Derivative Security	tion 3A Exc ay/Year) any	Table II - D (e. A. Deemed recution Date	Derivative Securi 2.g., puts, calls, w 4. e, if Transaction Code (ear) (Instr. 8)	ties Acquir arrants, op 5. Number of Derivative Securities Acquired (A) or Disposed	ed, Distions, 6. Da and H	ained in orm disp sposed of	this for plays a of the securisable of the security of th	eficiallrities) 7. Ti Amo	not requ ntly valid	omB cont 8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(f 10. Ownersl Form of Derivati Security Direct (I or Indirects)	11. Nation of Indir Benefic Owners (Instr. 4)
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Signatures

Miguel Fernandez Calero by Brett R. Chapman, Attorney-in-Fact	03/20/2013
**Signature of Reporting Person	Date

Director

10%

Owner

Officer

SVP/Managing Director Mexico

Other

Explanation of Responses:

Reporting Owner Name / Address

Fernandez Calero Miguel Angel 800 W. OLYMPIC BLVD., SUITE 406

LOS ANGELES, CA 90015

* 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.