

Hienrich Edi
Form 4
August 17, 2010

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hienrich Edi

(Last) (First) (Middle)
800 W. OLYMPIC BLVD. SUITE 406
(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP/Managing Director EMEA

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 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 |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------|--------|---|---------|
| 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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|---|-------|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | | | | |
| Stock Appreciation Rights | \$ 32.79 | 08/13/2010 | M | (A) | 2,604 | <u>(3)</u> | 03/23/2016 | Common Stock | 2,604 |
| Stock Appreciation Rights | \$ 40.25 | 08/13/2010 | M | (A) | 4,410 | <u>(4)</u> | 05/29/2017 | Common Stock | 4,410 |
| Stock Appreciation Rights | \$ 43.13 | 08/13/2010 | M | (A) | 1,160 | <u>(5)</u> | 02/28/2018 | Common Stock | 1,160 |
| Stock Appreciation Rights | \$ 32.79 | 08/13/2010 | M | (A) | 3,906 | <u>(3)</u> | 03/23/2016 | Common Stock | 3,906 |
| Stock Appreciation Rights | \$ 40.25 | 08/13/2010 | M | (A) | 3,500 | <u>(4)</u> | 05/29/2017 | Common Stock | 3,500 |
| Stock Appreciation Rights | \$ 40.98 | 08/13/2010 | M | (A) | 5,000 | <u>(6)</u> | 07/31/2017 | Common Stock | 5,000 |
| Stock Appreciation Rights | \$ 43.13 | 08/13/2010 | M | (A) | 1,200 | <u>(5)</u> | 02/28/2018 | Common Stock | 1,200 |
| Non-Qualified Stock Option (Right to Buy) | \$ 15 | 08/16/2010 | M | (A) | 800 | <u>(7)</u> | 04/27/2015 | Common Stock | 800 |

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

__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).

(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.

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