

Hienrich Edi  
 Form 4  
 May 17, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to
Hienrich Edi			Symbol	Issuer
(Last)	(First)	(Middle)	HERBALIFE LTD. [HLF]	(Check all applicable)
800 W. OLYMPIC BLVD. SUITE			3. Date of Earliest Transaction	_____ Director _____ 10% Owner
406			(Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title _____ Other (specify
(Street)			05/13/2011	below) _____ Other (specify
LOS ANGELES, CA 90015			4. If Amendment, Date Original	SVP/Managing Director EMEA
(City)	(State)	(Zip)	Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check
				Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/13/2011		S	2,802	D	\$ 106.86 (1)	7,901 D
Common Stock	05/13/2011		M	3,600	A	\$ 15	4,271 I By wife
Common Stock	05/13/2011		S	3,600	D	\$ 106.98	671 I By wife
Common Stock	05/13/2011		M	2,478	A	\$ 45.88	10,379 D
Common Stock	05/13/2011		D	1,716	D	\$ 106.75	8,663 D

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Common Stock	05/13/2011	M	1,800	A	\$ 43.13	2,471	I	By wife
Common Stock	05/13/2011	D	1,222	D	\$ 106.75	1,249	I	By wife
Common Stock	05/13/2011	M	434	A	\$ 32.79	1,683	I	By wife
Common Stock	05/13/2011	D	273	D	\$ 106.75	1,410	I	By wife

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

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SEC 1474  
(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Non-Qualified Stock Option (Right to Buy)	\$ 15	05/13/2011		M	3,600	<u>(2)</u>	04/27/2015	Common Stock	3,600
Stock Appreciation Rights	\$ 45.88	05/13/2011		M	2,478	<u>(3)</u>	05/07/2020	Common Stock	2,478
Stock Appreciation Rights	\$ 43.13	05/13/2011		M	1,800	<u>(4)</u>	02/28/2018	Common Stock	1,800
Stock Appreciation Rights	\$ 32.79	05/13/2011		M	434	<u>(5)</u>	03/23/2006	Common Stock	434

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

05/17/2011

\_\_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).  
This transaction was executed in multiple trades at prices ranging from \$106.84 to \$106.95. The price reported above reflects the  
(1) 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) These options were fully vested as of March 30, 2010.  
(3) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on May 7, 2011, 20% will vest on May 7, 2012 and the remaining 60% will vest on May 7, 2013.  
(4) These stock appreciation rights were fully vested as of February 28, 2011.  
(5) These stock appreciation rights were fully vested as of December 31, 2010.

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.