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Fernandez Calero Miguel Angel Form 4 December 02, 2009

Stock

| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | OMB APPROVAL | | | | |
|----------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------|----------------------------------|---------------------------------------------------------|----|------------------------------------------------------|----------------|----------|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|--|
| | | | | | | D.C. 205 | | | | Number: | 3235-0287 | | |
| Check this if no longe | | | | | | | | Expires: | January 31, | | | | |
| subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES | | | | | | | | | Estimated a burden hou response | - | | | |
| 1(b). | | | | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | | | |
| Fernandez Calero Miguel Angel Symbol | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Lost) | (First) | HERBALIFE LTD. | | | | | (Checl | | | | k all applicable) | | |
| | | | | ate of Earliest Transaction nth/Day/Year))1/2009 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) SVP/Managing Director Mexico | | | | |
| | | | | Amendment, Date Original (Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person | | | | |
| LOS ANGEI | LES, CA 9002 ⁻ | 7 | | | | | | | | Nore than One Re | | | |
| (City) | (State) | (Zip) | Table | I - Non- | De | rivative S | ecurit | ties Ac | quired, Disposed of | f, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | r) Executionary | emed on Date, if Day/Year) | Code (Instr. 8 | 5) | 4. Securit nAcquired Disposed (Instr. 3, 4) | (A) o of (D |) | 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) | | |
| Common | 12/01/2009 | | | F(1) | | 99 | D | \$0 | 8,659 | D | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transact Code (Instr. 8) | 5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | Date | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|-------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code N | ⁷ (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|-------------------------------------------------------------------------------------------|---------------|-------------------|---------------------------|-------|--|--|--|--|
| | Director | 10% Owner Officer | | Other | | | | |
| Fernandez Calero Miguel Angel 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90027 | | | SVP/Manag Director Mex | | | | | |
| Signatures | | | | | | | | |
| Miguel Fernandez Calero by Brett R. Chap Attorney-in-Fact | oman, | 12/01/2009 | | | | | | |
| **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).

Pursuant to the Issuer's 2005 Stock Incentive Plan, shares of the Issuer's common stock are issued to the Reporting Person as his or her restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting

(1) withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding due to a recent vesting of restricted stock units held by the Reporting Person. No investment decision was made by the Reporting Person and the Reporting Person is incapable of determining the timing of the withholding.

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.