Walsh Des Form 4 July 02, 2010

#### FORM 4

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

OMB APPROVAL

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Expires:

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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 \*

1(b).

Walsh Des

Symbol

HERBALIFE LTD. [HLF]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

800 W. OLYMPIC BOULEVARD, 06/30/2010

#406

(Month/Day/Year)

\_\_\_\_\_ Director \_\_\_\_\_ 10% Owner

\_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify below)

President

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_\_ Form filed by More than One Reporting Person

LOS ANGELES, CA 90015

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common 06/30/2010  $F^{(1)}$ 886 D 73,903 D 46.05 Stock

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)

#### Edgar Filing: Walsh Des - Form 4

| 1. | Title of  | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Titl | le and   | 8. Price of | 9. Nu  |
|----|-----------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| D  | erivative | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate         | Amou    | ınt of   | Derivative  | Deriv  |
| S  | ecurity   | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | lying    | Security    | Secui  |
| (I | nstr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Secur   | ities    | (Instr. 5)  | Bene   |
|    |           | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4) |             | Owne   |
|    |           | Security    |                     |                    |            | Acquired   |               |             |         |          |             | Follo  |
|    |           | •           |                     |                    |            | (A) or     |               |             |         |          |             | Repo   |
|    |           |             |                     |                    |            | Disposed   |               |             |         |          |             | Trans  |
|    |           |             |                     |                    |            | of (D)     |               |             |         |          |             | (Instr |
|    |           |             |                     |                    |            | (Instr. 3, |               |             |         |          |             | `      |
|    |           |             |                     |                    |            | 4, and 5)  |               |             |         |          |             |        |
|    |           |             |                     |                    |            | , ,        |               |             |         |          |             |        |
|    |           |             |                     |                    |            |            |               |             |         | Amount   |             |        |
|    |           |             |                     |                    |            | Date       | te Expiration | or          | or      |          |             |        |
|    |           |             |                     |                    |            |            |               | Date        | Title 1 | Number   |             |        |
|    |           |             |                     |                    |            |            |               |             |         | of       |             |        |
|    |           |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| · ·                            | Director      | 10% Owner | Officer | Other |  |  |  |
| Walsh Des                      |               |           |         |       |  |  |  |

800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015

President

# **Signatures**

Desmond J. Walsh by Brett R. Chapman, Attorney-In-Fact

07/02/2010

\*\*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).

Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

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.

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