Cuesta Patricio Form 4 May 20, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or 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

SECURITIES

burden hours per response...

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Cuesta Patricio			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HERBALIFE LTD. [HLF]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
800 W. OLYMPIC BLVD., SUITE 406			(Month/Day/Year) 05/18/2011	Director 10% Owner _X Officer (give title Other (spec below) below) SVP/Managing Director SAM			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
LOS ANGELES, CA 90015				Form filed by More than One Reporting Person			

(Ctota)

(7:-)

(City)	(State)	Tabl	e I - Non-D	Perivative So	ecurities Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	posed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Common					\$			
Stock	05/19/2011		S	3,000 1	D 52.48 (1)	$7,166 \frac{(2)}{}$	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code Securities		(A)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securitie (Instr. 3 and 4)		
	Security				((D) (Instr. 3, 4 and 5)	,	Date	Expiration	Title	Amour
				Code V	V	(A)	(D)	Exercisable	Date		Number of Shar
Stock Appreciation Rights	\$ 53.29	05/18/2011		A		16,250		(3)	05/18/2021	Common Stock	16,25

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cuesta Patricio

800 W. OLYMPIC BLVD., SUITE 406 SVP/Managing Director SAM

LOS ANGELES, CA 90015

Signatures

Patricio Cuesta by Brett R. Chapman, Attorney-in-Fact 05/20/2011

**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 \$52.48 to \$52.49. The price reported above reflects the weighted (1) 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) On May 17, 2011, the common stock of Herbalife Ltd. split 2-for-1, resulting in the reporting person's acquisition of 5083 additional shares of common stock.
- (3) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest May 18, 2012, 20% will vest May 18, 2013, and 60% will vest May 18, 2014.

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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