

Zimmer Thomas
Form 4
January 20, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2010
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zimmer Thomas

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 W. OLYMPIC BOULEVARD,
#406

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, North America

(Street)
LOS ANGELES, CA 90015

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

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	01/15/2010		M			3,750	A	\$ 14	17,204	D	
Common Stock	01/15/2010		M			3,750	A	\$ 8.02	20,954	D	
Common Stock	01/15/2010		S ⁽¹⁾			7,500	D	\$ 44	13,454	D	
Common Stock	01/19/2010		M			8,750	A	\$ 15	22,204	D	
Common Stock	01/19/2010		S			8,750	D	\$ 45	13,454	D	

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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
Non-Qualified Stock Options	\$ 14	01/15/2010		M	3,750	<u>(2)</u> 09/01/2014	Common Stock	3,750
Non-Qualified Stock Options	\$ 8.02	01/15/2010		M	3,750	<u>(3)</u> 04/03/2014	Common Stock	3,750
Non-Qualified Stock Options	\$ 15	01/19/2010		M	8,750	<u>(4)</u> 04/27/2015	Common Stock	8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmer Thomas 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, North America	

Signatures

Thomas Zimmer by Brett R. Chapman,
Attorney-in-Fact
Date: 01/20/2010

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 21, 2009.

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- (2) These options vested in 5% increments commencing on March 31, 2005 and on the last day of the nineteen subsequent calendar quarters.
- (3) These options vested in 5% increments commencing on April 3, 2004 and on the last day of the nineteen subsequent calendar quarters.
- (4) These options vest in increments of 1,250 on the last day of each calendar quarter from 06/30/2005 until 03/31/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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