

Hienrich Edi
 Form 4
 February 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Hienrich Edi

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 BLVD. SUITE 406
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/Managing Director EMEA

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2012		M	8,000 A \$ 15.14	17,824	D	
Common Stock	02/24/2012		D	4,768 D \$ 66.45	13,056	D	
Common Stock	02/27/2012		F	360 ⁽¹⁾ D \$ 66.5	12,696	D	
Common Stock	02/24/2012		M	8,000 A \$ 7.5	10,826	I	By wife
Common Stock	02/24/2012		M	2,040 A \$ 6.82	12,866	I	By wife

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Common Stock	02/24/2012		D	1,071	D	\$ 66.45	11,795	I	By wife
Common Stock	02/24/2012		M	1,059	A	\$ 22.94	12,854	I	By wife
Common Stock	02/24/2012		D	692	D	\$ 66.45	12,162	I	By wife
Common Stock	02/24/2012		S	10,238	D	\$ 66.03 (2)	1,924	I	By wife
Common Stock	02/27/2012		F	306 (1)	D	\$ 66.5	1,618	I	By wife

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 15.14	02/24/2012		M	8,000	(3)	08/31/2019	Common Stock	8,000
Non-Qualified Stock Option	\$ 7.5	02/24/2012		M	8,000	(4)	04/27/2012	Common Stock	8,000
Stock Appreciation Rights	\$ 6.82	02/24/2012		M	2,040	(5)	02/27/2019	Common Stock	2,040
Stock Appreciation Rights	\$ 22.94	02/24/2012		M	1,059	(6)	05/07/2020	Common Stock	1,059

