Cuesta Patricio Form 3 July 31, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

owned directly or indirectly.

Name and Address of Reporting Person *			2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						
(Last)	(First)	(Middle)	04/30/2009		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)			
800 W. OLY SUITE 406	MPIC BL	VD.,			(Check	all applicable)					
(Street) LOS ANGELES, CA 90015					Director 10% Owner X_ Officer Other (give title below) (specify below) SVP/Managing Director SAM			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I - Non-Derivative Securities Beneficially Owned							
1.Title of Secur (Instr. 4)	ity			2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial ership . 5)			
Common Sto	ock (1)			1,000		D	Â				
Common Sto	ock (2)		220		D	Â					
Common Sto	ock (3)		1,000		D	Â					
Common Sto	ock (4)		897		D	Â					
Common Sto	ock (5)		2,155		D	Â					
Common Sto	ock (6)			200		D	Â				
Reminder: Repo	ort on a separa	ate line for ea	ach class of secu	urities benefic	ially S	SEC 1473 (7-02	2)				

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SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Rights	(7)	11/30/2017	Common Stock	1,400	\$ 38.96	D	Â
Stock Appreciation Rights	(8)	05/29/2017	Common Stock	1,540	\$ 40.25	D	Â
Stock Appreciation Rights	(9)	12/31/2017	Common Stock	6,000	\$ 40.28	D	Â
Stock Appreciation Rights	(10)	02/28/2018	Common Stock	2,500	\$ 43.13	D	Â
Stock Appreciation Rights	(11)	02/27/2019	Common Stock	7,000	\$ 13.64	D	Â
Stock Appreciation Rights	(11)	02/27/2019	Common Stock	6,013	\$ 13.64	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Cuesta Patricio 800 W. OLYMPIC BLVD., SUITE 406 LOS ANGELES, CA 90015	Â	Â	SVP/Managing Director SAM	Â			

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Signatures

Patricio Cuesta by Jim Berklas, Attorney-in-Fact 07/29/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in one-third increments on March 28, 2009, February 28, 2010 and February 28, 2011.
- Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in one-third increments on June 29, 2008, May 29, 2009 and May 29, 2010.
- Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in one-third increments on January 31, 2009, December 31, 2009 and December 31, 2010.

Reporting Owners 2

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- Consists of stock appreciation units granted under the Herbalife Ltd. 2005 Stock Incentive Plan vesting on the following schedule: 20% on February 28, 2009, 20% on February 28, 2010 and the remaining 60% on February 28, 2011.
- (5) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in one-third increments on March 27, 2010, February 27, 2011 and February 27, 2012.
- Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in one-third increments on December 31, 2007, November 30, 2008 and November 30, 2009.
- (7) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan that vest in 5% increments commencing on December 31, 2006 and on the last day of the nineteen subsequent calendar quarters.
- (8) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on May 29, 2008, 20% vested on May 29, 2009 and the remaining 60% will vest on May 29, 2010.
- (9) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on December 31, 2008, 20% will vest on December 31, 2009 and the remaining 60% will vest on December 31, 2010.
- Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% vested on February 28, 2009, 20% will vest on February 28, 2010 and the remaining 60% will vest on February 28, 2011.
- (11) Consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, of which 20% will vest on February 27, 2010, 20% will vest on February 27, 2011 and the remaining 60% will vest on February 27, 2012.

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.