Walsh Des Form 4 April 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31,

2005

Expires:

Estimated average burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Walsh Des			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (M		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
800 W. OLYMPIC BOULEVARD, #406			04/02/2012	X 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) _X_ Form filed by One Reporting Person		
LOS ANGELES, CA 90015				Form filed by More than One Reporting Person		

LOS	ANGE	LES,	CA 90	015

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	04/02/2012		M(1)	50,000	A	\$ 7.5	175,525	D	
Common Stock	04/02/2012		S <u>(1)</u>	50,000	D	\$ 69.46 (2)	125,525	D	
Common Stock	04/02/2012		M <u>(1)</u>	44,390	A	\$ 6.82	169,915	D	
Common Stock	04/02/2012		D	23,025	D	\$ 70.11	146,890	D	
Common Stock	04/03/2012		S <u>(1)</u>	21,365	D	\$ 69.4	125,525	D	

Edgar Filing: Walsh Des - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	orDeriv Secu Acqu or Di (D)	urities uired (A) isposed of r. 3, 4,	re Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Common Stock	\$ 7.5	04/02/2012		M		50,000	(3)	04/27/2015	Common Stock	50,00
Stock Appreciation Rights	\$ 6.82	04/02/2012		M		44,390	<u>(4)</u>	02/27/2019	Common Stock	44,39

Reporting Owners

Reporting Owner Name / Address	Relationships						
included the state of the state of	Director	10% Owner	Officer	Other			
Walsh Des							
800 W. OLYMPIC BOULEVARD, #406			President				
LOS ANGELES, CA 90015							

Signatures

Desmond J. Walsh by Brett R. Chapman, Attorney-in-Fact 04/04/2012

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 8, 2011.

This transaction was executed in multiple trades at prices ranging from \$69.11 to \$69.83. The price reported above reflects the weighted 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.

Reporting Owners 2

Edgar Filing: Walsh Des - Form 4

- (3) These options were fully vested as of June 30, 2005.
- (4) These stock appreciation rights were fully vested as of 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.