Edgar Filing: Hienrich Edi - Form 4

Hienrich Edi Form 4												
March 01, 20 FORN Check thi if no long subject to Section 1 Form 4 o Form 5	 an 01, 2011 brind an only 2011 check this box check this box f no longer abject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section						Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5					
See Instru 1(b).		30(h)) of the In	vestment	Compar	iy Ac	t of 194	0				
(Print or Type F	Responses)											
1. Name and Address of Reporting Person <u>*</u> Hienrich Edi			Symbol	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 800 W. OLYMPIC BLVD. SUITE 406			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2011					(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title 0ther (specify below) SVP/Managing Director EMEA				
	(Street)	E		ndment, Da hth/Day/Yea	ate Origina r)	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M		rson		
(City)	LES, CA 9001 (State)	(Zip)				~		Person				
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	Date 2A. Dee ar) Executio any		3. Transacti Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	uired, Disposed of 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common Stock	02/27/2011			F	148 <u>(1)</u>			11,154	D			
Common Stock	02/28/2011			F	172 <u>(1)</u>	D	\$ 78.41	10,982	D			
Common Stock	02/27/2011			F	174 <u>(1)</u>	D	\$ 78.2	849	I	By Wife		
Common Stock	02/28/2011			F	178 <u>(1)</u>	D	\$ 78.41	671	Ι	By Wife		

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Hienrich Edi 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015			SVP/Managing Director EMEA	
Signatures				
Edi Hienrich by Brett R. Chapman, Attorney-in-Fact	03/01/2011			
**Signature of Reporting Person		Ι	Date	
Explanation of Respon	6061			

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).

Pursuant to the Issuer's 2005 Stock Incentive Plan, shares of the Issuer's common stock are issued to the Reporting Person as his restricted stock units vest, with a portion of the newly issued shares automatically withheld by the Issuer to satisfy the resulting withholding tax

 obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect that withholding due to a recent vesting of restricted stock units held by the Reporting Person. No investment decision was made by the Reporting Person and the Reporting Person is incapable of determining the timing of the withholding.

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.