

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)

| | | | | |
|-------------------------------------------|---------|--------------------------------------------------|----------------------------------------------------|------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cuesta Patricio | | (Month/Day/Year) | HERBALIFE LTD. [HLF] | |
| (Last) | (First) | 04/30/2009 | | |
| 800 W. OLYMPIC BLVD., | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SUITE 406 | | (Check all applicable) | | |
| (Street) | | ___ Director ___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| LOS ANGELES,Â CAÂ 90015 | | _X_ Officer ___ Other | | _X_ Form filed by One Reporting Person |
| (City) | (State) | (give title below) (specify below) | | ___ Form filed by More than One Reporting Person |
| | (Zip) | SVP/Managing Director SAM | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock <u>(1)</u> | 1,000 | D | Â |
| Common Stock <u>(2)</u> | 220 | D | Â |
| Common Stock <u>(3)</u> | 1,000 | D | Â |
| Common Stock <u>(4)</u> | 897 | D | Â |
| Common Stock <u>(5)</u> | 2,155 | D | Â |
| Common Stock <u>(6)</u> | 200 | D | Â |

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

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

Reporting Owners

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

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).
- (1) 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.
 - (2) 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.
 - (3) 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.

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- (4) 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.
- (6) 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.
- (10) 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.