Edgar Filing: LEVY ROBERT - Form 4

LEVY ROBE	ERT											
Form 4												
December 02	, 2010											
FORM	Δ ΄									-	PPROVAL	
		STATES S				ND EX(D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no long	er									Expires:	January 31	
subject to	STATEM	ENT OF		HANGES IN BENEFICIAL OWNERS						Estimated a	2009 2009 average	
Section 10		SECURITIES								burden hours per		
Form 4 or Form 5						a				response	0.5	
obligation	· · ·							-	ge Act of 1934,			
may conti	nue. Section 17(a			•		•	· ·		f 1935 or Sectio	n		
See Instru 1(b).	ction	50(II) 0	f the Inv	estiner	n C	Joinpan	y Aci	01 19	40			
(Print or Type R	esponses)											
LEVY ROBERT Symbol									5. Relationship of Reporting Person(s) to Issuer			
HEF			IERBALIFE LTD. [HLF]						(Cheo	ck all applicable	e)	
(Last)	(First) (M	iddle) 3	3. Date of Earliest Transaction					11	,			
			Month/Da	-					Director		6 Owner	
800 W. OLYMPIC BOULEVARD, 11/30/20				30/2010					XOfficer (give titleOther (specify below) below)			
#406									SVP, WW	V. Sales & Marl	keting	
				Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGE	LES, CA 90015									More than One Re		
(City)	(State) (Zip)	Table	I - Non	-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deem	ed	3.		4. Securi			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution any	on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)						Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 5)		2						·	Owned	Indirect (I)	Ownership	
			•						Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
							or		(Instr. 3 and 4)			
Common				Code	V	Amount	(D)	Price				
Common Stock	11/30/2010			А		135 (1)	А	\$0	82,173	D		

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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP, WW. Sales & Marketing				
Signatures							
Robert Levy by Brett R. Chapman, Attorney-in-Fact		12/02/2010					
**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) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.