Tartol John Form 4 August 21, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Tartol John Issuer Symbol HERBALIFE LTD. [HLF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title _ Other (specify 800 W. OLYMPIC BOULEVARD, 05/17/2012 below) #406 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check (Street) Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90015

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	cution Date, if Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) onth/Day/Year) (Instr. 8) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	05/17/2012		G	V	356,722	D	\$0	0	I	By Corporation (1)	
Common Stock	05/17/2012		G	V	356,722	A	\$0	356,722	I	By Corporation (2)	
Common Stock	07/19/2012		J(3)	V	178,361	D	\$0	178,361	I	By Corporation (2)	
Common Stock	07/19/2012		J <u>(4)</u>	V	53,630	D	\$0	53,630	I	By Trust (5)	

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January 31,

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Common Stock	08/08/2012	W	V 7,502	A	\$0	7,502	D	
Common Stock						150	I	In custodial account (6)
Common Stock						150	I	In custodial account (6)
Common Stock						150	I	In custodial account (6)

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

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Kelationships						
. 0	Director	10% Owner	Officer	Other			
Tartol John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015	X						

Signatures

John Tartol by Brett R. Chapman, 08/21/2012 attorney-in-fact

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Shares held by Carhill Holdings, Inc. The reporting person is an officer of Carhill Holdings, Inc.
- (2) Shares held by Tartol Enterprises, Inc. The reporting person is an officer of Tartol Enterprises, Inc.
- (3) The reporting person has transferred 178,361 shares of Herbalife common stock from Tartol Enterprises, Inc. to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
 - The reporting person has transferred 53,630 shares of Herbalife common stock from the Tartol Enterprises Profit Sharing Plan to his
- (4) ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (5) The reporting person is trustee for Tartol Enterprises Profit Sharing Plan.
- Shares held in custodial accounts for the benefit of each of the reporting person's children under the Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purposes

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.