

HIGBY LAWRENCE M
Form 3/A
May 07, 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 HIGBY LAWRENCE M | | | (Month/Day/Year) | | HERBALIFE LTD. [HLF] | |
| (Last) | (First) | (Middle) | 05/05/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 800 W. OLYMPIC BOULEVARD, #406 | | | | | (Check all applicable) | |
| (Street) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| LOS ANGELES,Â CAÂ 90015 | | | | | 03/19/2009 | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | | _X_ Form filed by One Reporting Person | |
| | | | | | ___ Form filed by More than One Reporting Person | |

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) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

Stock Appreciation Rights ¹ 03/19/2019 Common Stock 31,605 \$ 12.62 D ¹

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|--------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| HIGBY LAWRENCE M 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

Lawrence M. Higby by Brett R. Chapman,
Attorney-in-Fact 05/06/2009

¹Signature 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) This amendment is being filed to correct the erroneous prior reporting of the number of derivative securities, and the vesting schedule and exercisability thereof, granted to the Reporting Person. This award consists of stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan, vesting in 25% increments on each of May 27, 2009, August 27, 2009, November 27, 2009, and February 27, 2010 and exercisable on or after 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.

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