UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person * BARNES LEROY		2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director 10% Owner					
(Last) (First) (Middle) 1800 CENTURY PARK EAST			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2006				-	Office	r (give title belo	ow)	Other (specify be	elow)	
(Street) LOS ANGELES, CA 90067			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A)	4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)		(D) Beneficia		ally Owned Following Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership
				Code	V Am		A) or (D) P	rice	(msu. 3 a	. 3 and 4)			(Instr. 4)
Common Stock (1)		01/15/2006		A	3,1	40 A	\$	30 3	3,140			D	
Reminder: Report on a	separate line for	each class of secur	ities beneficially ow		•		espond	to th	he collec	ction of inf	ormation	SEC	1474 (9-02)
Reminder: Report on a	separate line for	Table II - I	Derivative Securiti	es Acquire	Persons containe the form ed, Dispos	who red in thit display	is form ys a cu r Benef	n are urrent	not requ tly valid		ormation spond unle trol numbe	ss	1474 (9-02)
1. Title of 2. Conversion or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date	Table II - I (3A. Deemed Execution Date any	Derivative Securities, puts, calls, wa 4. Transaction Code (Instr. 8)	es Acquire rrants, op	Persons containe the form ed, Dispos tions, con 6. Date E and Expir (Month/D	who red in this displayed of, or vertible cercisabation Da	r Benefersecurio	n are current are ficially ties) 7. Titi Amou Under Secur	not required tly valid y Owned le and unt of rlying	OMB conf	spond unle	of 10. Ownersh Form of Derivativ Security Direct (I or Indire	11. Nation of Indirection Benefic Owners (Instr. 4

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
BARNES LEROY 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X					

Signatures

Vicki Tuchman by Power of Attorney	01/18/2006
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 grant of restricted stock units under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Common Stock and vests with respect to 25% of the stock units awarded on each of April 15, 2006, July 15, 2006, October 15, 2006 and January 15, 2007.

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.