## 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

, ,			suer Name <b>and</b> Ticker or Trading Symbol BALIFE LTD. [HLF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director10% Owner				
(Middle 1800 CENTURY PARK EAST	J. Dute of	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 Amen	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person					
(City) (State) (Zip	ip)	Tal	ble I - Non	-Derivative	Securities	Acquir	red, Dispo	osed of, or I	Beneficially (	Owned	
1.Title of Security (Instr. 3)  2. Transac Date (Month/D	Day/Year) Execution any	2A. Deemed Execution Date, if any (Month/Day/Year)		(A) o	4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 and 5)		Beneficial Reported	Transaction(s)		Ownership Form:	Beneficial
	(Month/Da	Jay/ i ear)	Code	V Amou	(A) or (D)	Price	(mstr. 3 al	ŕ		` /	Ownership (Instr. 4)
Common Stock (1) 01/15/20	2006		A	3,14	0 A	\$ 0	3,140			D	
Reminder: Report on a separate line for each class	ss of securities benefic	icially ow	I	Persons w contained	ho respon	n are	not requ	ired to res	spond unles	s	474 (9-02)
	Fable II - Derivative	Securitie	es Acquire	Persons w contained the form d	ho respon in this for isplays a c	n are curren	not requ tly valid	ired to res		s	474 (9-02)
1. Title of 2. Derivative Security or Exercise (Month/Day/Year) any	Table II - Derivative :  (e.g., puts, c Deemed 4. ecution Date, if Trans	Securitic calls, war saction Me calls, war saction Me calls call call	es Acquire rrants, opt 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4, and 5)	Persons w contained the form d	ho respon in this for isplays a c of, or Bene rtible secur rcisable ion Date y/Year)	rn are current ficially ities)  7. Tit Amore Unde Secure (Instr. 4)	not required the valid of the and the value of the value	omB cont 8. Price of	spond unles	f 10. Ownersh Form of Derivativ Security: Direct (E or Indirec	ip of India Benefic Owners (Instr. 4

## Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MASLEN PETER 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.