

FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * PURDY JOHN			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Regional Director Asia Pacific																																																																																																																																														
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2006			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person																																																																																																																																														
1800 CENTURY PARK EAST			4. If Amendment, Date Original Filed (Month/Day/Year)																																																																																																																																																	
(Street) LOS ANGELES, CA 90067						<table border="1"> <tr> <th colspan="7">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/Day/Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th colspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="2">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Code</th> <th>V</th> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>M</td> <td></td> <td>20,000</td> <td>A</td> <td>\$ 0.88</td> <td>76,200</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,000</td> <td>D</td> <td>\$ 38.3</td> <td>75,200</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,000</td> <td>D</td> <td>\$ 38.25</td> <td>74,200</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>2,000</td> <td>D</td> <td>\$ 38.19</td> <td>72,200</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>600</td> <td>D</td> <td>\$ 38.18</td> <td>71,600</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>6,500</td> <td>D</td> <td>\$ 38.17</td> <td>65,100</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,500</td> <td>D</td> <td>\$ 38.1553</td> <td>63,600</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>3,500</td> <td>D</td> <td>\$ 38.15</td> <td>60,100</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,500</td> <td>D</td> <td>\$ 38.1226</td> <td>58,600</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,000</td> <td>D</td> <td>\$ 38.08</td> <td>57,600</td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td>05/08/2006</td> <td></td> <td>S</td> <td></td> <td>1,400</td> <td>D</td> <td>\$ 38.0671</td> <td>56,200</td> <td>D</td> <td></td> </tr> </table>			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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Code	V	Amount	(A) or (D)	Price	Common Stock	05/08/2006		M		20,000	A	\$ 0.88	76,200	D		Common Stock	05/08/2006		S		1,000	D	\$ 38.3	75,200	D		Common Stock	05/08/2006		S		1,000	D	\$ 38.25	74,200	D		Common Stock	05/08/2006		S		2,000	D	\$ 38.19	72,200	D		Common Stock	05/08/2006		S		600	D	\$ 38.18	71,600	D		Common Stock	05/08/2006		S		6,500	D	\$ 38.17	65,100	D		Common Stock	05/08/2006		S		1,500	D	\$ 38.1553	63,600	D		Common Stock	05/08/2006		S		3,500	D	\$ 38.15	60,100	D		Common Stock	05/08/2006		S		1,500	D	\$ 38.1226	58,600	D		Common Stock	05/08/2006		S		1,000	D	\$ 38.08	57,600	D		Common Stock	05/08/2006		S		1,400	D	\$ 38.0671
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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. SEC 1474 (9-02)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
non-qualified stock option (right to buy)	\$ 0.88	05/08/2006		M		20,000	(I)	10/22/2012	Common Stock	20,000	\$ 0	25,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
PURDY JOHN 1800 CENTURY PARK EAST LOS ANGELES, CA 90067			Regional Director Asia Pacific	

Signatures

Vicki Tuchman by Power of Attorney		05/09/2006
 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) Option vests in 5% quarterly increments commencing on December 12/31/2002 and each quarter thereafter until fully vested.

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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