

# FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON MICHAEL	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO
(Last) (First) (Middle) 1800 CENTURY PARK EAST	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2008	
(Street) LOS ANGELES, CA 90067	4. If Amendment, Date Original Filed(Month/Day/Year)	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
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

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	02/27/2008		S(1)		800	D	\$ 43.75	99,949	D	
Common Stock	02/27/2008		S(1)		4,400	D	\$ 43.74	95,549	D	
Common Stock	02/27/2008		S(1)		1,500	D	\$ 43.73	94,049	D	
Common Stock	02/27/2008		S(1)		2,000	D	\$ 43.72	92,049	D	
Common Stock	02/27/2008		S(1)		800	D	\$ 43.71	91,249	D	
Common Stock	02/27/2008		S(1)		700	D	\$ 43.7	90,549	D	
Common Stock	02/27/2008		S(1)		200	D	\$ 43.69	90,349	D	
Common Stock	02/27/2008		S(1)		100	D	\$ 43.67	90,249	D	
Common Stock	02/27/2008		S(1)		600	D	\$ 43.66	89,649	D	
Common Stock	02/27/2008		S(1)		1,700	D	\$ 43.65	87,949	D	
Common Stock	02/27/2008		S(1)		1,500	D	\$ 43.64	86,449	D	
Common Stock	02/27/2008		S(1)		200	D	\$ 43.63	86,249	D	
Common Stock	02/27/2008		S(1)		200	D	\$ 43.62	86,049	D	
Common Stock	02/27/2008		S(1)		200	D	\$ 43.61	85,849	D	
Common Stock	02/27/2008		S(1)		300	D	\$ 43.6	85,549	D	
Common Stock	02/27/2008		S(1)		100	D	\$ 43.57	85,449	D	
Common Stock	02/27/2008		S(1)		3,000	D	\$ 43.56	82,449	D	
Common Stock	02/27/2008		S(1)		100	D	\$ 43.54	82,349	D	
Common Stock	02/27/2008		S(1)		100	D	\$ 43.52	82,249	D	
Common Stock	02/27/2008		S(1)		1,200	D	\$ 43.5	81,049	D	
Common Stock	02/28/2008		A		43,033 (2)	A	\$ 0	124,082	D	
Common Stock								56,561	I	Beneficially owned through Michael O. Johnson IRA

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

**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)				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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MICHAEL 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X		Chairman & CEO	

## Signatures

Vicki Tuchman by Power of Attorney		02/29/2008
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2007.

(2) 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 1/3 of the stock awarded on March 28, 2009, February 28, 2010 and February 28, 2011.

### Remarks:

Form 2 of 2

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.