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

| pe Responses | s) | | | | | | | | | | | | | | | |
|---|---|--|---|---|---|--|--|--|--|---|--|---|--|--|--|--|
| 1. Name and Address of Reporting Person * CHAPMAN BRETT | | | | 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner | | | | | |
| (Last) (First) (Middle) 1800 CENTURY PARK | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/22/2008 | | | | | | X Officer (give title below) Other (specify below) General Counsel | | | | | | |
| (Street) LOS ANGELES, CA 90067 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | _X_ Form fil | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acqu | | | | | | uired, Disp | ired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | | | Code (Instr. 8) | | tion | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Reported Transaction(s) | | Ownership Form: | Beneficial | | | |
| | | | | | | ode | V | Amount | (A) or (D) | Price | Ì | 3 and 4) | | \ / | direct (Instr. 4) | |
| Stock | | 07/22/2008 | | |] | 7 | | 687 | | | 18,321 | | | D | | |
| Common Stock (1) | | 09/10/2008 | | | A | 4 | | 65 | A | \$ 0 | 18,386 | 8,386 | | D | | |
| | | Table II - | | | | cquir | con the ed, D | tained i form dis | n this f splays of, or B | orm a a curr enefici | re not requently valid | uired to res OMB cont | spond unle | ss | 1474 (9-02) | |
| Derivative Conversion | Date | n 3A. Deemed Execution Deany | 4. Transaction Code | | 5. Num of Deriv Secu Acqu (A) c Dispo of (E) (Insti | 5. Number | | 6. Date Exercisable and Expiration Date | | 7. Ar Ur Se (Ir | Title and mount of nderlying ecurities nstr. 3 and | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Ownersh Form of Derivati Security Direct (I or Indirect) | Beneficia Ownershi (Instr. 4) | |
| | | | Code | Code V | (A) | (D) | | | Expirati Date | ion Ti | or | | | | | |
| | a Stock Stock Stock Stock Stock Conversion or Exercise Price of Derivative | AN BRETT (First) NTURY PARK (Street) GELES, CA 90067 (State) Gecurity Security 2. Conversion or Exercise Price of Derivative A STOCK (Month/Day | AN BRETT (Middle) NTURY PARK (Street) GELES, CA 90067 (State) (Zip) Gecurity 2. Transaction Date (Month/Day/Year) A Stock 1 O9/10/2008 Report on a separate line for each class of sect Table II - Conversion or Exercise Price of Derivative 3 A. 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Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] | AN BRETT 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 07/22/2008 4. If Amendment, Date Original Filed(Month/Day/Year) 07/22/2008 5. Geurity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 3. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Date (Instr. 8) 3. Transaction (A) or Disposed of (D) 2. Transaction Date (Instr. 8) 3. | And Address of Reporting Person AN BRETT And Address of Reporting Person BAN BRETT | Address of Reporting Person AN BRETT 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) O7/22/2008 4. If Amendment, Date Original Filed(Month/Day/Year) O7/22/2008 GELES, CA 90067 3. Transaction Date (Month/Day/Year) O7/22/2008 4. If Amendment, Date Original Filed(Month/Day/Year) O7/22/2008 5. Relationship of Reporting Person O7/22/2008 4. If Amendment, Date Original Filed(Month/Day/Year) O7/22/2008 5. Relationship of Reporting Person O7/22/2008 4. If Amendment, Date Original Filed(Month/Day/Year) O7/22/2008 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 8. Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or original Filed(Month/Day/Year) O7/22/2008 8. Po | AN BRETT 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person (Check all application of Check all application (Check all application (Check all application) 707/22/2008 4. If Amendment, Date Original Filed[Month/Day/Year) 6. Individual or Joint/Group Filing New Month/Day/Year) 707/22/2008 7. Table 1 - Non-Derivative Securities Acquired (Month/Day/Year) 7. Amount of Securities (Instr. 3) 7. Amount of Securities (Instr. 4) 7. 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Reporting Owners

| D C O N | Relationships | | | | | | | |
|-----------------------------------|---------------|--------------|-----------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| CHAPMAN BRETT | | | | | | | | |
| 1800 CENTURY PARK | | | General Counsel | | | | | |
| LOS ANGELES, CA 90067 | | | | | | | | |

Signatures

| Vicki Tuchman by Power of Attorney | 09/12/2008 | | |
|------------------------------------|------------|--|--|
| **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) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.