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

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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 Ty	pe Response	s)														
1. Name and Address of Reporting Person* RAHN WILLIAM				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				
(Last) (First) (Middle) 1800 CENTURY PARK EAST				3. Date of Earliest Transaction (Month/Day/Year) 09/10/2008								X Officer (give title below) Other (specify below) SVP - North Asia				
(Street)				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				
LOS AN	GELES, C	CA 90067										rom me	ed by More man	Tolle Reporting	reison	
(City)	(State)	(Zip)		Ta	ble I	- Non	-Deriv	ative S	ecurities .	Acqui	red, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ate, if	if Code (Instr. 8)		(A) or Disposed o (Instr. 3, 4 and 5)		f (D) Beneficia Reported		nt of Securities ally Owned Following I Transaction(s)		Ownership Form:	Beneficial	
			(Month/Day/Yea		Code		V	Amoun	(A) or (D)	Price	(Instr. 3 and 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common	Stock (1)		09/10/2008			1	A	2	23	A	\$ 0	15,395			D	
				Derivative Se			quire	d, Disp	osed o	of, or Bene	eficiall	•		trol numbe	r.	
1 Title of	2	2 Transaction	,	e.g., puts, cal			ts, opt				T	tle and	& Price of	0 Number	of 10.	11 Noture
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Y	Execution Da (ear) any			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) Date Expiration		Amo Undo Secu (Inst 4)	Amount or	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners Form of Derivat Security Direct (or Indir	Beneficial Ownership (Instr. 4) D) ect	
				Code	V	(A)			_	Date	Title	Number of Shares				
Renor	ting ()	wners														

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
RAHN WILLIAM								
1800 CENTURY PARK EAST			SVP - North Asia					
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).
- 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.