FORM 4

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

OMB APPRO	VAL				
OMB Number:	3235-028				
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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 Type I	kesponses)														
1. Name and Address of Reporting Person PROBERT GREGORY				2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. R	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below) President & COO				
(Last) (First) (Middle) 1800 CENTURY PARK EAST			3. Date of Earliest Transaction (Month/Day/Year) 04/27/2006						X						
(Street) LOS ANGELES, CA 90067			•	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	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 Acq				s Acquired	uired, Disposed of, or Beneficially Owned						
(Instr. 3) Date		Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year		3. Transac Code (Instr. 8)	ction	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(D) Ow Tra			l C		7. Nature of Indirect Beneficial Ownership	
				(Monui/Day/Tea		Code	V	Amour	(A) or (D)	Price			r Indirect	ect (Instr. 4)	
Common St	tock		04/27/2006			M		10,10	0 A	\$ 5 21,	,125		Ι)	
Common St	tock		04/27/2006			S ⁽¹⁾		10,10	011) 1	36.25 11.	,025		I)	
Common Stock 04/28/2006		04/28/2006			M		5,000	A :	5 16	,025		I)		
										S					
Common St	tock		04/28/2006			S ⁽¹⁾		5,000	111	35.08	,025		I)	
		arate line for each o	lass of securities be	•		rectly or in	Perso in thi a cur	y. ons wh is form rently	no respond are not re valid OME	to the co	llection of respond u umber.		on contained	I SEC	1474 (9-02)
		arate line for each o	lass of securities be	eneficially ow Derivative S (e.g., puts, c	Securi	rectly or in	Perso in thi a cur	y. ons wh is form rently	no respond are not revalid OME	i to the co equired to control n	llection of respond u umber.		on contained	I SEC	1474 (9-02)
		3. Transaction Date (Month/Day/Year	Table II - 3A. Deemed Execution Date,	Derivative S (e.g., puts, c) 4. Transaction Code	Securite alls, we see Securite	ties Acquinarrants, of Number Derivative urities [quired (A) Disposed D) tr. 3, 4,	Person thing a cure of the cur	y. ons whis form rently vertice exercise	no respond are not revalid OME of, or Beneitible securi	I to the co- quired to control n	llection of respond u umber. ned	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	1 SEC 10. Owners: Form of Derivati Security Direct (1 or Indirect) (1) (I)	11. Natur of Indirec Beneficia Ownersh (Instr. 4)
Reminder: Rep	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, 1	Derivative S. (e.g., puts, c. 4. Transactio Code (Instr. 8)	Securite alls, we see alls, we see alls, we see alls and see all see a	ties Acquir arrants, o Jumber Derivative uurities uuired (A) Disposed D) ttr. 3, 4, 5)	Person thing a cure of the cur	y. ons whis form reently vector converted Exercise tion Data h/Day/Y	no respond are not revalid OME of, or Beneitible securi	d to the conquired to control noticially Ownties) 7. Title are of Underly Securities	llection of respond u umber. ned	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owners: Form of Derivati Security Direct (i	11. Natur of Indirec Beneficia Ownersh (Instr. 4)
Reminder: Rep	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, 1	Derivative S. (e.g., puts, c. 4. Transactio Code (Instr. 8)	Securite alls, we see that see the security of I Security of (Instant)	ties Acquir arrants, on Jumber Derivative uurities uuired (A) Disposed D) ttr. 3, 4, 5)	Persoin this a curred, Dispetions, 6. Date Expirate (Month	y. ons whose form reently vertically sposed of converted Exercise tion Data (Day/Y). sable D	no responder are not revalid OME of, or Benefitible securitions able and refear)	d to the conquired to control no ficially Ownties) 7. Title are of Underly Securities (Instr. 3 a	Illection of respond u umber. and Amount ying and 4) Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	1 SEC 10. Owners: Form of Derivati Security Direct (1 or Indirect) (1) (I)	11. Natur of Indirec Beneficia Ownersh (Instr. 4)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
PROBERT GREGORY 1800 CENTURY PARK EAST LOS ANGELES, CA 90067			President & COO			

Signatures

Vicki Tuchman by Power of Attorney	05/01/2006
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2006.
- (2) Options were fully vested on July 31, 2004.

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.