

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* PEZZULLO DAVID | | | 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) Chief Accounting Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006 | | | | | |
| 1800 CENTURY PARK EAST | | | | | | | | |
| (Street) | | | 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 | | |
| LOS ANGELES, CA 90067 | | | | | | | | |
| (City) (State) (Zip) | | | 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 | 06/30/2006 | | M | | 10,300 | A | \$ 9 | 12,550 | D | |
| Common Stock | 06/30/2006 | | S(L) | | 5,000 | D | \$ 40 | 7,550 | D | |
| Common Stock | 06/30/2006 | | S(L) | | 5,000 | D | \$ 40.24 | 2,550 | D | |
| Common Stock | 06/30/2006 | | S(L) | | 300 | D | \$ 40.29 | 2,250 | D | |
| Common Stock | 07/03/2006 | | M | | 2,400 | A | \$ 9 | 4,650 | D | |
| Common Stock | 07/03/2006 | | S(L) | | 200 | D | \$ 40 | 4,450 | D | |
| Common Stock | 07/03/2006 | | S(L) | | 2,200 | D | \$ 40.14 | 2,250 | D | |

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) | | | | 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 | Title | Amount or Number of Shares | | | | |
| non-qualified stock option (right to buy) | \$ 9 | 06/30/2006 | | M | | | 10,300 | (2) | 08/30/2014 | Common Stock | 10,300 | \$ 0 | 39,700 | D | |
| non-qualified stock option (right to buy) | \$ 9 | 07/03/2006 | | M | | | 2,400 | (2) | 08/30/2014 | Common Stock | 2,400 | \$ 0 | 37,300 | D | |

Reporting Owners

| Relationships |
|---------------|
|---------------|

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|---|----------|-----------|--------------------------|-------|
| PEZZULLO DAVID 1800 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | Chief Accounting Officer | |

Signatures

| | | |
|--|--|---------------------|
| Vicki Tuchman by power of attorney | | 07/05/2006 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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 9, 2006.
- (2) Option vests in 5% quarterly increments commencing on September 30, 2004 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.

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.