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 Type Responses) 1. Name and Address of Reporting Person * NICHOLAS COLOMBE M			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director 10% Owner				
(Last) (First) (Middle) 1800 CENTURY PARK EAST (Street) LOS ANGELES, CA 90067			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2008					Office	r (give title belo	(wo	Other (specify be	low)
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				e Line)
	(Zip)	Ta	ble I - No	n-Deri	ivative S	Securities .	Acqui	ired, Disp	osed of, or l	Beneficially (Owned	
Date	th/Day/Year)	Execution Date, if any	Code (Instr. 8)		4. Securities Acquired			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Following (s)	6. Ownership Form:	Beneficial
		(Monui/Day/Tear)	Code	V	Amoun	(A) or (D)	Price	(msu. 3 a	na 4)	` /		Ownership (Instr. 4)
01/1	5/2008		A		2,540	A	\$ 0	7,488			D	
				the for	ained ir orm dis sposed o	this for plays a c of, or Bene	m are currei	not requesting noting valid	uired to res	spond unle	ss	474 (9-02)
nth/Day/Year)	Execution Dat Year) any	c, if Transaction Code (Instr. 8)	Number of Derivativ Securities Acquired (A) or	and I (Mor	and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative		Ownersh Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
			Disposed of (D) (Instr. 3, 4, and 5)					_		(Instr. 4)	(Instr. 4)	
	DEEM Set) (X EAST Doest) O067 Ite) 2. Transaction O1/1 Ite line for each onth/Day/Year)	(Middle) K EAST Set) (O067 Stee) 2. Transaction Date (Month/Day/Year) O1/15/2008 Table II - D (e. Transaction Date (month/Day/Year) A Deemed Execution Date (month/Day/Year) Table II - D (e. Transaction Date (month/Day/Year) Table II - D (e. Transaction Date (month/Day/Year)	HERBALIFE I st) (Middle) 3. Date of Earliest O1/15/2008 4. If Amendment, 1 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) O1/15/2008 Table II - Derivative Securities beneficially own ansaction Execution Date, if any (Month/Day/Year) Table II - Derivative Securities beneficially own ansaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)	HERBALIFE LTD. [Heat still and the still are still are still and the still are sti	HERBALIFE LTD. [HLF] 3. 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	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
NICHOLAS COLOMBE M 1800 CENTURY PARK EAST	X				
LOS ANGELES, CA 90067	21				

Signatures

Vicki Tuchman by Power of Attorney	01/17/2008
**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 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 25% of the stocks units awarded on each of April 15, 2008, July 15, 2008, October 15, 2008 and January 15, 2009.

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.