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

UIVIB APPR	OVAL
OMB Number:	3235-0287
Estimated average I	ourden
hours per respense	0.5

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

esponses)															
1. Name and Address of Reporting Person *- Walsh Des			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]						5. 1	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) 02/28/2008						_X	X Officer (give title below) Other (specify below) SVP, Distributor Sales				v)	
	`	2	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person)	
LES, CA 9		(Zip)			Ta	able I - N	Non-Der	rivative	Securities	Acquired	l, Disposed o	of, or Benef	icially Owned	<u> </u>	
1.Title of Security (Instr. 3)		Date	ar) any		e, if C	ode	(A) or Disposed of (D)			(D) Ov Tra	Owned Following Reported Transaction(s)		l (Ownership Form:	Beneficial
			(Month/Day/Year)		ear)	Code	e V Amount (A) or (D) Price		Ì				or Indirect	Ownership (Instr. 4)	
ck		02/28/2008				A		*	A	\$ 0 9,9	972			D	
		Table II -				Acquire	a curre	ntly va	or Benefic	control r	umber.	nless the f	orm display	s	
		e Execution Date onth/Day/Year) any		e, if Transaction of I Code Sec (Instr. 8) Acc or I of (Instr. 8)		mber ivative lities red (A) posed 3, 4,	6. Date Exercisable and		7. Title a of Under Securities	rlying es		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (or Indire	Ownersh y: (Instr. 4)	
			Code	V	(A)					Title	or		(Instr. 4)	(Instr. 4	
\$ 43.13	02/28/2008		A		15,00	00	(3)	02/	/28/2018	Comm	115 000	\$ 0	15,000	D	
1	ty Ck Conversion or Exercise Price of Derivative	(First) JRY PARK EAST (Street) LES, CA 90067 (State) ty ck rt on a separate line for each cla Conversion or Exercise Price of Derivative A. Transaction Date (Month/Day/Year	dress of Reporting Person 1 1 1 1 1 1 1 1 1	dress of Reporting Person* 2. Issuer I HERBAI JRY PARK EAST (Street) 4. If Amen JES, CA 90067 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivativ (e.g., puts 2. Transaction Date (Month/Day/Year) A Deer Execution A Date (A Deer Execution A Date (Month/Day/Year) A Deer Execution A Date (Instr.) A Deer Execution A Date (Month/Day/Year) A Deer Execution A Date (Instr.)	dress of Reporting Person 2. Issuer Name HERBALIFE (First) (Middle) 3. Date of Earlies 02/28/2008 (Street) 4. If Amendment (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (month/Day/Year) (Month/Day/Year) 3. Transaction Date (month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	dress of Reporting Person 2. Issuer Name and Tither HERBALIFE LTD (First) (JRY PARK EAST (Street) (Street) (Street) (State) (Zip) (State) (Zip) (A. If Amendment, Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If Amendment, Date (A. If Anendment, Date (A. If Amendment, Date (A. If Anendment, Date (A. If Amendment, Date (A. If Anendment, Date (A. If Amendment, Date (A. If Amendment	dress of Reporting Person — Code Ck Cap Code	dress of Reporting Person 2. Issuer Name and Ticker or Trading HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/D2/28/2008 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Der 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Table II - Derivative Securities Acquired, Dispersion of Derivative Securities (Month/Day/Year) 3. Transaction Code (Instr. 8) 2. Table II - Derivative Securities Acquired, Dispersion of Derivative Securities (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. S. Number Of Derivative Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expriration Date (Instr. 3, 4, and 5) Date Exercisa	Code V Amount A	dress of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2008 4. If Amendment, Date Original Filed(Month/Day/Year) ES, CA 90067 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code 4. Scurrities Acquired (A) or Disposed of (Instr. 3, 4 and 5) (A) or Disposed of (Instr. 3, 4 and 5) A Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities or Exercise Price of Derivative Security Security 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Code (Instr. 8) A Date Expiration Date (Month/Day/Year) Date (Instr. 3, 4, and 5) Date Or Exercise of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Or Date (Instr. 8) Date Expiration Date (Month/Day/Year) Date Expiration Date (Instr. 8) Date Expiration Date (Instr. 8) Date Expiration Date (Expiration Date (Instr. 8) Date Expiration Date (Instr. 8) Date Expiration Date (Instr. 8) Date Expiration Date (Instr. 8)	Code V Amount Code V Amount Code Co	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] Director X_Offficer (give Director X_Officer (give Director X_Offficer (give Director X_Officer (give Director X_Offficer (give Director X_Officer (give Director X_Office	2. Issuer Name and Ticker or Trading Symbol ERBALIFE LTD. [HLF] Check	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] S. Relationship of Reporting Person(s) to (Check all applicable (Check all applicab	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF] Street HERBALIFE LTD. [HLF] Street Street HERBALIFE LTD. [HLF] Street Str

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Walsh Des 1800 CENTURY PARK EAST LOS ANGELES, CA 90067			SVP, Distributor Sales			

Signatures

Vicki Tuchman by Power of Attorney	03/03/2008	
**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 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 1/3 of the stock awarded on March 28, 2009, February 28, 2010 and February 28, 2011.
- (2) Stock Appreciation Rights granted pursuant to the Herbalife Ltd. 2005 Stock Incentive Plan.
- (3) Stock Appreciation Rights vest in 20% increments on February 28, 2009 and on February 28, 2010 with the remaining 60% increment vesting on February 28, 2011.

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.