FORM	4
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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).

(D..:

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

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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

1. Name and Address CHAPMAN BRE	2. Issuer Name an HERBALIFE L			ng Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below) General Counsel					
(Last) 1800 CENTURY	3. Date of Earliest 7 03/05/2008	ransaction (Mon	th/Day/Yea	r)						
LOS ANGELES,	4. If Amendment, D	ate Origina	l File	d(Month/Day/Y	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					
(City)	(State)	(Zip)		Table I - N	on-D	erivative S	red, Disposed of, or Beneficially Ow	ned			
(Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(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)	7. Nature of Indirect Beneficial Ownership
			(Wohl Duy Tou)	Code	v	Amount	(A) or (D)	Price	(instr. 5 and 7)	or Indirect (I) (Instr. 4)	
Common Stock		03/05/2008		М		15,000	А	\$ 5	33,737	D	
Common Stock		03/05/2008		М		4,375	А	\$ 7	38,112	D	
Common Stock		03/05/2008		М		4,375	А	\$11	42,487	D	
Common Stock		03/05/2008		М		17,500	А	\$17	59,987	D	
Common Stock		03/05/2008		М		17,500	А	\$ 23	77,487	D	
Common Stock		03/05/2008		М	_	9,750	А	\$17	87,237	D	
Common Stock		03/05/2008		М		9,750	А	\$ 21	96,987	D	
Common Stock		03/05/2008		М		9,750	А	\$ 25	106,737	D	
Common Stock		03/05/2008		М		45,834	А	\$ 15.5	152,571	D	
Common Stock		03/05/2008		М		16,250	А	\$ 15	168,821	D	
Common Stock		03/05/2008		М	_	3,000	А	\$14	171,821	D	
Common Stock		03/05/2008		М	_	3,000	А	\$14	174,821	D	
Common Stock		03/05/2008		S <mark>(1)</mark>		200	D	\$ 45.04	174,621	D	
Common Stock		03/05/2008		S <mark>(1)</mark>		2,500	D	\$ 45.03	172,121	D	
Common Stock		03/05/2008		S <u>(1)</u>		2,000	D	\$ 45.02	170,121	D	
Common Stock		03/05/2008		S <mark>(1)</mark>		200	D	\$ 45.01	169,921	D	
Common Stock		03/05/2008		S ⁽¹⁾		151,184	D	\$ 45	18,737	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

				(e.g., puis,	cans	s, warrants	, options, cor	ivertible securi	lues)					
1. Title of	2.	3. Transaction	3A. Deemed	4.	5	Number	6. Date Exe	rcisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	saction of Derivative		Expiration I	Date	of Underlyi	ng	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	S	ecurities	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership		
	Derivative				0	r Disposed						Owned	Security:	(Instr. 4)
	Security				0	f (D)						Following	Direct (D)	
					(1	nstr. 3, 4,						Reported	or Indirect	
					a	nd 5)						Transaction(s)	(I)	
										Amount		(Instr. 4)	(Instr. 4)	
										or				
							Date	Expiration		Number				
							Exercisable	Date	Title	of				
										Shares				
				Code	V (4	A) (D)				Shares				
					`						4			

Non- Qualified Stock Option (Right to Buy)	\$ 5	03/05/2008	М	15,000	(2)	10/06/2013	Common Stock	15,000	\$ 0	15,000	D	
Non- Qualified Stock Option (Right to Buy)	\$7	03/05/2008	М	4,375	<u>(2)</u>	10/06/2013	Common Stock	4,375	\$ 0	4,375	D	
Non- Qualified Stock Option (Right to Buy)	\$11	03/05/2008	М	4,375	(2)	10/06/2013	Common Stock	4,375	\$ 0	4,375	D	
Non- Qualified Stock Option (Right to Buy)	\$ 17	03/05/2008	М	17,500	(2)	10/06/2013	Common Stock	17,500	\$ 0	4,375	D	
Non- Qualified Stock Option (Right to Buy)	\$ 23	03/05/2008	М	17,500	(2)	10/06/2013	Common Stock	17,500	\$ 0	4,375	D	
Non- Qualified Stock Option (Right to Buy)	\$ 17	03/05/2008	М	9,750	(3)	09/01/2014	Common Stock	9,750	\$ 0	5,250	D	
Non- Qualified Stock Option (Right to Buy)	\$ 21	03/05/2008	М	9,750	<u>(3)</u>	09/01/2014	Common Stock	9,750	\$ 0	5,250	D	
Non- Qualified Stock Option (Right to Buy)	\$ 25	03/05/2008	М	9,750	<u>(3)</u>	09/01/2014	Common Stock	9,750	\$ 0	5,250	D	
Non- Qualified Stock Option (Right to Buy)	\$ 15.5	03/05/2008	М	45,834	<u>(4)</u>	12/01/2014	Common Stock	45,834	\$ 0	91,666	D	
Non- Qualified Stock Option (Right to Buy)	\$ 15	03/05/2008	М	16,250	(5)	04/27/2015	Common Stock	16,250	\$ 0	37,500	D	
Non- Qualified Stock Option (Right to Buy)	\$ 14	03/05/2008	М	3,000	<u>6</u>	09/01/2014	Common Stock	3,000	\$ 0	5,250	D	

Stock Option (Right to Buy) \$ 14 03/05/2008 M 3,000 60 09/01/2014 Common Stock 3,000 \$ 0 5,250 D
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Reporting Owners

		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
CHAPMAN BRETT 1800 CENTURY PARK LOS ANGELES, CA 90067			General Counsel								

Signatures

Vicki Tuchman by Power of Attorney	03/07/2008
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2007.
- (2) Option vests in 5% quarterly increments commencing on December 31, 2003, and thereafter on the last day of each subsequent calendar quarter until the options become fully vested.
- (3) Option vests in 5% quarterly increments commencing on September 30, 2004, and thereafter on the last day of each subsequent calendar quarter until the options become fully vested.
- (4) Option vests 1/3 annually on December 1, 2007, December 1, 2008, and December 1, 2009.
- (5) Option vests in 5% quarterly increments commencing on June 30, 2005, and thereafter on the last day of each subsequent calendar quarter until the options become fully vested.
- (6) Option vests in 5% quarterly increments commencing on December 31, 2006, and thereafter on the last day of each subsequent calendar quarter until the options become 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.

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