## FORM 4

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

OMB APPRO	VAL					
OMB Number:	3235-0287					
Estimated average burden						
hours per response	0.5					

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 * CHAPMAN BRETT					2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 800 W. OLYMPIC BOULEVARD, #406						3. Date of Earliest Transaction (Month/Day/Year) 03/10/2009							X_Officer (give title below) Other (specify below) General Counsel				
(Street) LOS ANGELES, CA 90015				4. If Amendment, Date Original Filed(Month/Day/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 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye			ar) any		te, if Co	(Instr. 8)				(D) Own Tran			G F I	Ownership Form: Direct (D)	Beneficial Ownership		
						Code	V	Amount	(A) or (D)	Price			(	I)	(Instr. 4)		
Common Stock 03/10/2009						A			A	\$ 0 46,3	46,341		I	)			
Common Stock 03/10/2009						A			A	\$ 0 64,2	64,262		I	)			
I.	la m	1	(e.g., puts,		s, warra	nts, op	a curre ed, Disp otions, co	ntly vali osed of, o onvertible	d OMB or Benefic e securiti	cially Owne	mber.				la v		
		any	rar) (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	Benefici Ownersl (Instr. 4)			
			Code	v	(A)	(D)	Date Exercisa			Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	)		
\$ 13.64	03/10/2009		A		22,195		(3)	02/2	27/2019	Commo	22,195	\$ 0	22,195	D			
					50,000		<u>(4)</u>	00/0	27/2019	Commo	50,000	\$ 0	50,000				
	ty  LES, CA 96  LES, CA 96  ck  cck  crt on a separa  2.  Conversion or Exercise Price of Derivative Security	(Street)  LES, CA 90015 (State)  ity  2. Conversion or Exercise Price of Derivative Security  (Street)  3. Transaction Date (Month/Day/Year	(First) (Middle) (MPIC BOULEVARD, #406  (Street)  LES, CA 90015  (State)  2. Transaction Date (Month/Day/Year)  ock  03/10/2009  ort on a separate line for each class of securities ber  Table II -  2. Conversion Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	(First) (Middle) 3. Date of E 03/10/200 (Street) 4. If Amend LES, CA 90015 (State) 2. Transaction Date (Month/Day/Year) (Month/E ock 03/10/2009 ock 03/10/2009 ort on a separate line for each class of securities beneficially or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) (Code Code (Instr. 8) (Code (Instr. 8)	(First) (Middle) 3. Date of Earlie (03/10/2009)  (Street) 4. If Amendment (12 (2 ip))  ity 2. Transaction Date (Month/Day/Year)  ock 03/10/2009  ock 03/10/2009  ort on a separate line for each class of securities beneficially owned (e.g., puts, call any (Month/Day/Year))  2. Table II - Derivative Sec (e.g., puts, call any (Month/Day/Year))  or Exercise Price of Derivative Security  3. Transaction 3. Date execution Date any (Month/Day/Year)  (Month/Day/Year) 3. Transaction Code (Instr. 8)	(First) (Middle) (Middle) (Middle) (Street) 3. Date of Earliest Transa (03/10/2009) 4. If Amendment, Date Of Execution Date (Month/Day/Year) (	(First) (Middle) (Mid	(First) (Middle) (Mid	(First) (Middle) (Mid	MPIC BOULEVARD, #406  (Street)  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or Disposed of or Benefix (E.g., puts, calls, warrants, options, convertible securities and Securities (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of or Benefix (E.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  (A) or Disposed of or Denefix (A) or Disposed of or Denefix and Securities (E.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of or Denefix (B) or Disposed of or Denefix (B) or Disposed of Order (B) or Disposed of (Month/Day/Year)  (Month/Day/Year)	(Street) (Street) (Street) (A) (A) (B) (Street) (A) (B) (Cap) (Street) (A) (A) (Cap) (A) (A) (Cap) (Ca	(Street)  (A) If Amendment, Date Original Filed(Month/Day/Year)  (Street)  (A) If Amendment, Date Original Filed(Month/Day/Year)  (Street)  (A) Original Filed(Month/Day/Year)  (A) Original Filed(Month/Day/Year)  (A) Original Filed(Month/Day/Year)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Original Filed(Month/Day/Year)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Original Filed(Month/Day/Year)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Original Filed(Month/Day/Year)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 3 and 4)	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/D	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Officer (give tuite below) General Coursel (Month/Day/Year) (Officer (give tuite below) General Coursel (Month/Day/Year) (A) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (I	A conversion   Conversion   O3/10/2009   A   17,921   A   5   04,341   D   Oxec   Ox		

## **Signatures**

CHAPMAN BRETT

LOS ANGELES, CA 90015

	Richard Strulson by Power of Attorney	03/12/2009			
,	**Signature of Reporting Person	Date			

10%

Owner

Director

Officer

General Counsel

Other

### **Explanation of Responses:**

Reporting Owner Name / Address

800 W. OLYMPIC BOULEVARD, #406

- \* 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 restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in one-third increments on the following vesting schedule: March 27, 2010, February 27, 2011 and February 27, 2012.
- (2) Consists of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock on vesting. The units subject to the grant vest in one-third increments on the following vesting schedule: February 27, 2012, February 27, 2013 and February 27, 2014.
- (3) Consists of stock appreciation units granted under the Herbalife Ltd. 2005 Stock Incentive Plan vesting on the following schedule: 20% on February 27, 2010, 20% on February 27, 2011 and the remaining 60% on February 27, 2012.
- (4) Consists of stock appreciation units granted under the Herbalife Ltd. 2005 Stock Incentive Plan vesting on the following schedule: one-third on February 27, 2012, one-third on February 27, 2013 and the remaining one-third on February 27, 2014.

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.