

Birmingham Richard P
 Form 4
 March 07, 2008

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person
 Birmingham Richard P

2. Issuer Name and Ticker or Trading Symbol
 HERBALIFE LTD. [HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1800 CENTURY PARK EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

LOS ANGELES, CA 90067

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2008		M	15,000 A	\$ 14 23,804	D	
Common Stock	03/05/2008		S	1,000 D	\$ 44.089 22,804	D	
Common Stock	03/05/2008		S	1,000 D	\$ 44.17 21,804	D	
Common Stock	03/05/2008		S	1,000 D	\$ 44.25 20,804	D	
Common Stock	03/05/2008		S	1,000 D	\$ 44.33 19,804	D	
Common Stock	03/05/2008		S	1,000 D	\$ 44.37 18,804	D	

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Common Stock							
Common Stock	03/05/2008	S	1,000	D	\$ 44.4	17,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.5	16,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.65	15,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.85	14,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.91	13,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.95	12,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.9	11,804	D
Common Stock	03/05/2008	S	700	D	\$ 44.91	11,104	D
Common Stock	03/05/2008	S	300	D	\$ 44.87	10,804	D
Common Stock	03/05/2008	S	700	D	\$ 44.92	10,104	D
Common Stock	03/05/2008	S	300	D	\$ 44.88	9,804	D
Common Stock	03/05/2008	S	1,000	D	\$ 44.87	8,804	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.

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(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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares	
Non Qualified Stock Options (Right to Buy)	\$ 14	03/05/2008		D	15,000	<u>(1)</u>	12/15/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bermingham Richard P 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X			

Signatures

Vicki Tuchman by Power of Attorney	03/07/2008
<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) Option vests in 12 equal installments quarterly commencing on 3/31/2005 and each quarter thereafter until fully vested on December 31, 2007.

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.