

Rogers Jesse
 Form 4
 February 09, 2007

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 *
 Rogers Jesse

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)
 ONE EMBARCADERO CENTER, 33RD FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2007

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

SAN FRANCISCO, CA 94111

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/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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/06/2007		J(1)	V 410,523 (1) A \$ 0	410,523	D	
Common Stock	02/06/2007		J(1)	V 7,216 (1) A \$ 0	7,216	I	By Rogers Family Trust
Common Stock	02/06/2007		J(1)	V 22,414 (1) A \$ 0	22,414	I	By Rogers Family LLC
Common	02/07/2007		S	75,931 D \$	334,592	D	

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Stock						39.0406			
Common Stock	02/07/2007		S	1,335	D	\$ 39.0406	5,881	I	By Rogers Family Trust
Common Stock	02/07/2007		S	22,414	D	\$ 38.4	0	I	By Rogers Family LLC

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., 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rogers Jesse ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111			X	

Signatures

/s/ Jesse T. Rogers
Date: 02/09/2007

Signature of
Reporting Person

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).

Pro rata distribution of 405,096 shares from CCG Investments (BVI), L.P., 5,427 shares from CCG Investment Fund-AI, LP and 29,630 shares from CCG AV, LLC - Series C. In prior reports, the reporting person reported beneficial ownership of all shares held by these funds and affiliated funds for which he may have been deemed to share beneficial ownership. All of such shares have been distributed as reflected in a Form 4 filed by those reporting entities.

(1) 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.