

HAIN CELESTIAL GROUP INC

Form 4

May 09, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
SIMON IRWIN D

(Last) (First) (Middle)

**C/O THE HAIN CELESTIAL
GROUP, INC., 1111 MARCUS
AVENUE**

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**HAIN CELESTIAL GROUP INC
[HAIN]**3. Date of Earliest Transaction
(Month/Day/Year)
05/07/20134. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres., CEO & Chairman of Bd6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/07/2013 | | M | | 100,000 | A | \$ 16.24 |
| | | | | | | | 1,027,846 |
| Common Stock | 05/07/2013 | | S | | 100,000 | D | \$ 63.1931 |
| | | | | | | | (1) |
| Common Stock | 05/08/2013 | | M | | 70,000 | A | \$ 16.24 |
| | | | | | | | 997,846 |
| Common Stock | 05/08/2013 | | S | | 70,000 | D | \$ 62.7361 |
| | | | | | | | 927,846 |

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(2)

| | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|---------|---|
| Common Stock | 05/09/2013 | | M | 30,000 | A | \$ 16.24 | 957,846 | D |
|--------------|------------|--|---|--------|---|----------|---------|---|

\$

| | | | | | | | | |
|--------------|------------|--|---|--------|---|---------|---------|---|
| Common Stock | 05/09/2013 | | S | 30,000 | D | 62.2667 | 927,846 | D |
|--------------|------------|--|---|--------|---|---------|---------|---|

(3)

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.

SEC 1474
(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) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (Right to Buy) | \$ 16.24 | 05/07/2013 | | M | 100,000 | 05/13/2003 05/13/2013 | Common Stock 100,000 |
| Stock Option (Right to Buy) | \$ 16.24 | 05/08/2013 | | M | 70,000 | 05/13/2003 05/13/2013 | Common Stock 70,000 |
| Stock Option (Right to Buy) | \$ 16.24 | 05/09/2013 | | M | 30,000 | 05/13/2003 05/13/2013 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-----------------------------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| SIMON IRWIN D C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042 | X Pres., CEO & Chairman of Bd |

Signatures

Irwin D. Simon

05/09/2013

__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).

Represents the weighted average sale price of the common stock sold by the Filer on 5/7/2013. The range of stock prices was \$62.88 to

- (1) \$63.56. Upon request, the Filer will provide the Commission staff, Issuer, or a security holder of the Issuer with information regarding the number of shares sold at each price.

Represents the weighted average sale price of the common stock sold by the Filer on 5/8/2013. The range of stock prices was \$62.45 to

- (2) \$63.47. Upon request, the Filer will provide the Commission staff, Issuer, or a security holder of the Issuer with information regarding the number of shares sold at each price.

Represents the weighted average sale price of the common stock sold by the Filer on 5/9/2013. The range of stock prices was \$62.00 to

- (3) \$63.14. Upon request, the Filer will provide the Commission staff, Issuer, or a security holder of the Issuer with information regarding the number of shares sold at each price.

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.