

HAIN CELESTIAL GROUP INC
Form 4
August 31, 2011

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 *
SIMON IRWIN D

2. Issuer Name and Ticker or Trading Symbol
HAIN CELESTIAL GROUP INC
[HAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres., CEO & Chairman of Bd

C/O THE HAIN CELESTIAL GROUP, INC., 58 SOUTH SERVICE ROAD

(Street)

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

MELVILLE, NY 11747

(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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/29/2011		M		5,000 A \$ 18.06	I	By spouse
Common Stock	08/29/2011		S		5,000 D \$ 31.71 (2)	I	By spouse
Common Stock	08/30/2011		M		5,000 A \$ 18.06	I	By spouse
Common Stock	08/30/2011		S		5,000 D \$ 31.97	I	By spouse

(4)

Common Stock 442,893 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., 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.06	08/29/2011		M	5,000	10/01/2002 10/01/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 18.06	08/30/2011		M	5,000	10/01/2003 10/01/2011	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMON IRWIN D
C/O THE HAIN CELESTIAL GROUP, INC.
58 SOUTH SERVICE ROAD
MELVILLE, NY 11747

X

Pres., CEO & Chairman of Bd

Signatures

Irwin D. Simon 08/31/2011

**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) Mr. Simon disclaims beneficial ownership of the common stock held by Daryl Simon, his spouse.

Represents the weighted average sale price of the common stock sold by the Filer's spouse on 8/29/11. The range of stock prices was

(2) \$31.53 to \$32.05. 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 separate price.

(3) Mr. Simon disclaims beneficial ownership of the common stock held by Daryl Simon, his spouse.

Represents the weighted average sale price of the common stock sold by the Filer's spouse on 8/30/11. The range of stock prices was

(4) \$31.90 to \$32.05. 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 separate price.

(5) Mr. Simon disclaims beneficial ownership of the stock options held by Daryl Simon, his spouse.

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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