

SCHILIRO LEWIS
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
SCHILIRO LEWIS

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)
03/01/2012

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2012		M		15,000	A	\$ 22.65
							33,000
Common Stock	03/01/2012		S		15,000	D	\$ 41.6042
							(1)
Common Stock	03/01/2012		M		5,000	A	\$ 22.08
							23,000
Common Stock	03/01/2012		S		5,000	D	\$ 41.6042
							18,000

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(2)

Common Stock	03/02/2012	M	3,000	A	\$ 22.08	21,000	D
Common Stock	03/02/2012	S	3,000	D	\$ 41.2486	18,000	D
Common Stock	03/02/2012	M	7,500	A	\$ 19.48	25,500	D
Common Stock	03/02/2012	S	7,500	D	\$ 41.2486	18,000	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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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 or Number of Shares
Stock Option (Right to Buy)	\$ 22.65	03/01/2012		M	15,000	02/26/2004	02/26/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 22.08	03/01/2012		M	5,000	02/26/2004	02/26/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 22.08	03/02/2012		M	3,000	02/26/2004	02/26/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 19.48	03/02/2012		M	7,500	04/12/2005	04/12/2015	Common Stock	7,500

