HAIN CELESTIAL GROUP INC
Form 4
May 11, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON IRWIN D

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2012		M		15,000	A	$ 14.25	520,412	D	
Common Stock	05/09/2012		S		15,000	D	$ 52.2588 (1)	505,412	D	
Common Stock	05/10/2012		M		60,000	A	$ 14.25	565,412	D	
Common Stock	05/10/2012		S		60,000	D	$ 52.1104	505,412	D	

(2)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 14.25	05/09/2012		M			15,000	07/22/2002	07/22/2012	Common Stock	15,000
Stock Option (Right to Buy)	$ 14.25	05/10/2012		M			60,000	07/22/2002	07/22/2012	Common Stock	60,000

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	05/11/2012
**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) Represents the weighted average sale price of the common stock sold by the Filer on 05/9/2012. The range of stock prices was $52.17 to $52.40. 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.

(2) Represents the weighted average sale price of the common stock sold by the Filer on 05/10/2012. The range of stock prices was $51.43 to $52.85. 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.

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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