

HAIN CELESTIAL GROUP INC

Form 4

September 15, 2008

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)

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

Pres., CEO & Chairman of Bd

C/O 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/11/2008		M		75,000	A	\$ 17.625 518,677	D
Common Stock	09/11/2008		S		75,000	D	\$ 25.954 (1) 443,677	D
Common Stock	09/12/2008		M		81,819	A	\$ 17.625 525,496	D
Common Stock	09/12/2008		S		81,819	D	\$ 25.8049 (2) 443,677	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount or Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 17.625	09/11/2008		M	75,000	12/08/1998 12/07/2008	Common Stock	75,000
Stock Option (Right to Buy) ⁽³⁾	\$ 17.625	09/12/2008		M	81,819	12/08/1998 12/07/2008	Common Stock	81,819

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON IRWIN D C/O HAIN CELESTIAL GROUP INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747	X		Pres., CEO & Chairman of Bd	

Signatures

/s/ Irwin D.
Simon 09/15/2008

**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)

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Represents the weighted average sale price of the common stock sold by the Filer on 9/11/08. The range of stock prices was \$25.77 to \$26.20. 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 prove of the common stock sold by the Filer on 9/12/08. The range of stock prices was \$25.68 to \$26.19. 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) Reflects the exercise of options granted in December 1998, which options would otherwise expire in accordance with their terms on December 8, 2008.

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.