

HAIN CELESTIAL GROUP INC  
 Form 4  
 February 23, 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 \*  
 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)  
 02/21/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2012		M		30,000	A	\$ 14.25
							535,412
Common Stock	02/21/2012		S		30,000	D	\$ 40.2619
							(1)
Common Stock	02/22/2012		M		30,000	A	\$ 14.25
							535,412
Common Stock	02/22/2012		S		30,000	D	\$ 40.1037
							505,412

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(2)

Common Stock	02/23/2012	M	65,000	A	\$ 14.25	570,412	D
Common Stock	02/23/2012	S	65,000	D	\$ 40.708 (3)	505,412	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.25	02/21/2012		M	30,000	07/22/2002	07/22/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 14.25	02/22/2012		M	30,000	07/22/2002	07/22/2012	Common Stock	30,000
Stock Option (Right to Buy)	\$ 14.25	02/23/2012		M	65,000	07/22/2002	07/22/2012	Common Stock	65,000

## 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	X		Pres., CEO & Chairman of Bd	

MELVILLE, NY 11747

## Signatures

Irwin D. Simon

02/23/2012

\_\_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).
  - Represents the weighted average sale price of the common stock sold by the Filer on 02/21/2012. The range of stock prices was \$40.01 to \$40.36. 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.
  - Represents the weighted average sale price of the common stock sold by the Filer on 02/22/2012. The range of stock prices was \$40 to \$40.19. 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.
  - Represents the weighted average sale price of the common stock sold by the Filer on 02/23/2012. The range of stock prices was \$40.12 to \$40.98. 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. 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.