

HAIN CELESTIAL GROUP INC

Form 4

August 26, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll John

(Last) (First) (Middle)

C/O THE HAIN CELESTIAL
GROUP, INC., 1111 MARCUS
AVENUE

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

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)
Common Stock	08/22/2014		M	15,000	A \$ 30.35	69,850	D
Common Stock	08/22/2014		S	15,000	D \$ 95.2305 (1)	54,850	D
Common Stock	08/25/2014		M	10,000	A \$ 30.35	64,850	D
Common Stock	08/25/2014		S	10,000	D \$ 95.2965	54,850	D

(2)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.35	08/22/2014		M	15,000	<u>(3)</u> 04/01/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 30.35	08/25/2014		M	10,000	<u>(3)</u> 04/01/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll John C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042			Executive Vice President	

Signatures

John Carroll 08/26/2014

**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 8/22/2014. The range of stock prices was \$95.00 to

(1) \$95.56. 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 8/25/2014. The range of stock prices was \$95.00 to

(2) \$95.58. 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) The option, representing a right to purchase a total of 59,084 shares, became exercisable in four equal annual installments beginning on April 1, 2009, which was the first anniversary of the date on which the option was granted.

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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