

HAIN CELESTIAL GROUP INC
 Form 4
 August 11, 2010

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 *
 ICAHN CARL C

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)
 08/10/2010

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

C/O ICAHN ASSOCIATES
 CORP., 767 FIFTH AVE., SUITE
 4700

(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

NEW YORK, NY 10153

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ("Common Shares")	08/10/2010		X		2,025,228	A	⑨
					5,650,819	I	

please see footnotes (1) (2) (3) (4) (5) (6) (7) (10)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Call option ("right to purchase")	\$ 11.7	08/10/2010		X	2,025,228		(8)	05/07/2012	Common Stock	2,025,228
Put option ("obligation to purchase")	\$ 11.7	08/10/2010		X	2,025,228		(8)	05/07/2012	Common Stock	2,025,228

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001		X		
ICAHN PARTNERS MASTER FUND II L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001		X		

ICAHN PARTNERS MASTER FUND III L.P.
 C/O WALKER HOUSE
 87 MARY STREET
 GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

X

IPH GP LLC
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

Signatures

CARL C. ICAHN	08/11/2010
<u> </u> **Signature of Reporting Person	Date
ICAHN PARTNERS LP	08/11/2010
<u> </u> **Signature of Reporting Person	Date
ICAHN PARTNERS MASTER FUND LP	08/11/2010
<u> </u> **Signature of Reporting Person	Date
ICAHN PARTNERS MASTER FUND II LP	08/11/2010
<u> </u> **Signature of Reporting Person	Date
ICAHN PARTNERS MASTER FUND III LP	08/11/2010
<u> </u> **Signature of Reporting Person	Date
IPH GP LLC	08/11/2010
<u> </u> **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) High River Limited Partnership ("High River") directly beneficially owns 1,130,164 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,645,815 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 1,939,644 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 679,014 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 256,182 Shares.
- (2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
- (3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

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- (5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

- (6) High River directly beneficially owned 405,046 call options (the "Call Options"), Icahn Partners directly beneficially owned 589,852 Call Options, Icahn Master directly beneficially owned 695,159 Call Options, Icahn Master II directly beneficially owned 243,356 Call Options, and Icahn Master III directly beneficially owned 91,815 Call Options. On August 10, 2010, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 405,046 Shares, 589,852 Shares, 695,159 Shares, 243,356 Shares, 91,815 Shares, respectively.

- (7) High River directly wrote 405,046 European-style put options (the "Put Options"), Icahn Partners directly wrote 589,852 Put Options, Icahn Master directly wrote 695,159 Put Options, Icahn Master II directly wrote 243,356 Put Options, and Icahn Master III directly wrote 91,815 Put Options. On August 10, 2010, upon exercise of the Call Options, all of the Put Options terminated.

- (8) The options were exercisable starting on various dates ranging from May 7, 2010 to May 25, 2010.

- (9) The exercise price upon exercise of the call option was \$11.70. In addition, the premium paid for the call option was \$8.77.

- (10) Please reference the Form 4 filing dated August 11, 2010, filed separately by certain other related Reporting Persons.

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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