

SCHILIRO LEWIS  
Form 4  
March 05, 2012

**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 \*  
SCHILIRO LEWIS

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)  
03/01/2012

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

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	03/01/2012		M		15,000	A	\$ 22.65
							33,000
Common Stock	03/01/2012		S		15,000	D	\$ 41.6042
							(1)
Common Stock	03/01/2012		M		5,000	A	\$ 22.08
							23,000
Common Stock	03/01/2012		S		5,000	D	\$ 41.6042
							18,000

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(2)

Common Stock	03/02/2012	M	3,000	A	\$ 22.08	21,000	D
Common Stock	03/02/2012	S	3,000	D	\$ 41.2486	18,000	D
Common Stock	03/02/2012	M	7,500	A	\$ 19.48	25,500	D
Common Stock	03/02/2012	S	7,500	D	\$ 41.2486	18,000	D

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

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SEC 1474  
(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)	\$ 22.65	03/01/2012		M	15,000	02/26/2004	02/26/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 22.08	03/01/2012		M	5,000	02/26/2004	02/26/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 22.08	03/02/2012		M	3,000	02/26/2004	02/26/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 19.48	03/02/2012		M	7,500	04/12/2005	04/12/2015	Common Stock	7,500

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHILIRO LEWIS C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747	X			

## Signatures

Lewis Schiliro (by Ira J. Lamel, as Attorney in Fact)	03/05/2012
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\_\_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 20,000 shares of common stock sold by the Filer on 03/01/2012. The range of stock prices was \$41.37 to \$41.99. 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 20,000 shares of common stock sold by the Filer on 03/01/2012. The range of stock prices was \$41.37 to \$41.99. 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) Represents the weighted average sale price of the 10,500 shares of common stock sold by the Filer on 03/02/2012. The range of stock prices was \$41.00 to \$41.42. 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.

(4) Represents the weighted average sale price of the 10,500 shares of common stock sold by the Filer on 03/02/2012. The range of stock prices was \$41.00 to \$41.42. 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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