

LAMEL IRA J

Form 4

September 10, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMEL IRA J

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)
58 SOUTH SERVICE ROAD, C/O
THE HAIN CELESTIAL GROUP,
INC.

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2012

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

(Street)
MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/06/2012		M	50,000	A \$ 16.01	86,066	D
Common Stock	09/06/2012		S	50,000	D \$ 72.9606 (1)	36,066	D
Common Stock	09/06/2012		M	5,000	A \$ 30.35	41,066	D
Common Stock	09/06/2012		S	5,000	D \$ 72.9606	36,066	D

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Common Stock	09/07/2012	M	19,391	A	⁽²⁾ \$ 30.35	55,457	D
Common Stock	09/07/2012	S	19,391	D	⁽³⁾ \$ 71.8412	36,066	D
Common Stock	09/10/2012	M	34,693	A	\$ 30.35	70,759	D
Common Stock	09/10/2012	S	34,693	D	⁽⁴⁾ \$ 71.3699	36,066	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)	\$ 16.01	09/06/2012		M	50,000	08/05/2004 08/05/2014	Common Stock 50,000
Stock Option (Right to Buy)	\$ 30.35	09/06/2012		M	5,000	04/01/2008 04/01/2015	Common Stock 5,000
Stock Option (Right to Buy)	\$ 30.35	09/07/2012		M	19,391	04/01/2008 04/01/2015	Common Stock 19,391
Stock Option (Right to Buy)	\$ 30.35	09/10/2012		M	34,693	04/01/2008 04/01/2015	Common Stock 34,693

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMEL IRA J 58 SOUTH SERVICE ROAD C/O THE HAIN CELESTIAL GROUP, INC. MELVILLE, NY 11747			Executive Vice President & CFO	

Signatures

Ira J. Lamel 09/10/2012

__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 9/6/12. The range of stock prices was \$72.61 to \$73.66. 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 9/6/12. The range of stock prices was \$72.61 to \$73.66. 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 9/7/12. The range of stock prices was \$71.50 to \$72.18. 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 9/10/12. The range of stock prices was \$70.50 to \$72.05. 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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