

HAIN CELESTIAL GROUP INC
 Form 4
 May 13, 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)
 05/11/2010

____ Director
 ____ Officer (give title below)
 ___X___ 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
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

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| 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 Underlying (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|------------------------------------|-----------------|------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Call option ("right to purchase") | \$ 11.7 | 05/11/2010 | | P | | 23,900 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com Sto |
| Put option ("obligation to purchase") | \$ 11.7 | 05/11/2010 | | P | | 23,900 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com Sto |
| Call option | \$ 11.7 | 05/11/2010 | | P | | 100 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com Sto |
| Put option | \$ 11.7 | 05/11/2010 | | P | | 100 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com Sto |
| Call option | \$ 11.7 | 05/11/2010 | | P | | 216,888 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com sto |
| Put option | \$ 11.7 | 05/11/2010 | | P | | 216,888 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com Sto |
| Call option | \$ 11.7 | 05/12/2010 | | P | | 185,496 | | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com sto |

| | | | | | | | |
|-------------|---------|------------|---|---------|------------------------------------|------------|------------|
| Put option | \$ 11.7 | 05/12/2010 | P | 185,496 | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com sto |
| Call option | \$ 11.7 | 05/13/2010 | P | 367,843 | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com sto |
| Put option | \$ 11.7 | 05/13/2010 | P | 367,843 | <u>(1)(2)(3)(4)(5)(6)(7)(8)(9)</u> | 05/07/2012 | Com sto |

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 | | |
| HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| Hopper Investments LLC 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| BECKTON CORP 445 HAMILTON AVENUE SUITE 1210 | | X | | |

WHITE PLAINS, NY 10601

ICAHN ENTERPRISES G.P. INC.

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

ICAHN ENTERPRISES HOLDINGS L.P.

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

ICAHN CAPITAL LP

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

ICAHN OFFSHORE LP

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

ICAHN ONSHORE LP

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

Signatures

CARL C. ICAHN

05/13/2010

__Signature of Reporting Person

Date

ICAHN PARTNERS LP

05/13/2010

__Signature of Reporting Person

Date

ICAHN PARTNERS MASTER FUND

LP

05/13/2010

__Signature of Reporting Person

Date

ICAHN PARTNERS MASTER FUND

II LP

05/13/2010

__Signature of Reporting Person

Date

ICAHN PARTNERS MASTER FUND

III LP

05/13/2010

__Signature of Reporting Person

Date

IPH GP LLC

05/13/2010

__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 973,043 Shares (including Call Options (as defined below)), Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,417,006 Shares (including Call Options), Icahn Partners Master Fund

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LP ("Icahn Master") directly beneficially owns 1,669,985 Shares (including Call Options), Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 584,615 Shares (including Call Options), and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 220,566 Shares (including Call Options).

- (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 (including Options) which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares (including Options) 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 (including Options) 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 (including Options) except to the extent of their pecuniary interest therein.

- (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 (including Options) 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 (including Options) except to the extent of their pecuniary interest therein.

- (6) High River directly beneficially owns 247,925 call options (the "Call Options"), Icahn Partners directly beneficially owns 361,043 Call Options, Icahn Master directly beneficially owns 425,500 Call Options, Icahn Master II directly beneficially owns 148,957 Call Options, and Icahn Master III directly beneficially owns 56,199 Call Options.

- (7) High River directly wrote 247,925 European-style put options (the "Put Options," and together with the Call Options, the "Options"), Icahn Partners directly wrote 361,043 Put Options, Icahn Master directly wrote 425,500 Put Options, Icahn Master II directly wrote 148,957 Put Options, and Icahn Master III directly wrote 56,199 Put Options.

- (8) The Call Options reference an aggregate of 1,239,624 shares of common stock of The Hain Celestial Group Inc. and have an exercise price of \$11.70, and expire on May 7, 2012. The Put Options have an exercise price of \$11.70, reference an aggregate of 1,239,624 underlying Shares and expire on May 7, 2012. The Put Options provide that they settle in cash.

- (9) Please reference the Form 4 filing dated May 13, 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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