

LAMEL IRA J
Form 4
September 09, 2011

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)
09/07/2011

____ 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 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	09/07/2011		M	29,800 A	\$ 18.06	53,921	D
Common Stock	09/07/2011		S	29,800 D	\$ 31.85 (1)	24,121	D
Common Stock	09/08/2011		M	15,200 A	\$ 18.06	39,321	D
Common Stock	09/08/2011		S	15,200 D	\$ 32.17	24,121	D

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Common Stock	09/09/2011	M	1,400	A	⁽²⁾ \$ 18.06	25,521	D
Common Stock	09/09/2011	S	1,400	D	⁽³⁾ \$ 32.05	24,121	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)	\$ 18.06	09/07/2011		M		29,800		10/01/2002	10/01/2011	Common Stock	29,800
Stock Option (Right to Buy)	\$ 18.06	09/08/2011		M		15,200		10/01/2002	10/01/2011	Common Stock	15,200
Stock Option (Right to Buy)	\$ 18.06	09/09/2011		M		1,400		10/01/2002	10/01/2011	Common Stock	1,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAMEL IRA J 58 SOUTH SERVICE ROAD	Executive Vice President & CFO

C/O THE HAIN CELESTIAL GROUP, INC.
MELVILLE, NY 11747

Signatures

Ira J. Lamel

09/09/2011

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 9/7/11. The range of stock prices was \$31.50 to
 - (1) \$32.05. 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.
 - Represents the weighted average sale price of the common stock sold by the Filer on 9/8/11. The range of stock prices was \$32.10 to
 - (2) \$32.24. 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 9/9/11. The range of stock prices was \$32.00 to
 - (3) \$32.19. 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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