

LAMEL IRA J  
Form 4  
September 10, 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 \*  
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)

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

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

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

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

(Street)

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	09/06/2012		M		50,000	A	\$ 16.01
							86,066
Common Stock	09/06/2012		S		50,000	D	\$ 72.9606
							<u>(1)</u>
Common Stock	09/06/2012		M		5,000	A	\$ 30.35
							41,066
Common Stock	09/06/2012		S		5,000	D	\$ 72.9606
							36,066

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(2)

Common Stock	09/07/2012	M	19,391	A	\$ 30.35	55,457	D
Common Stock	09/07/2012	S	19,391	D	\$ 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	\$ 71.3699	36,066	D

(3)

(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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
  - (1) \$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
  - (2) \$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
  - (3) \$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
  - (4) \$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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.