

HAIN CELESTIAL GROUP INC
 Form 4
 February 13, 2015

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 *
 SIMON IRWIN D

2. Issuer Name and Ticker or Trading Symbol
 HAIN CELESTIAL GROUP INC
 [HAIN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., CEO & Chairman of Bd

(Last) (First) (Middle)
 C/O THE HAIN CELESTIAL GROUP, INC., 1111 MARCUS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2015

LAKE SUCCESS, NY 11042

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

(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. Code	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2015		M		150,000	A	\$ 15.18
							1,697,302
Common Stock	02/12/2015		D		150,000	D	\$ 58.7362
							1,547,302
Common Stock	02/13/2015		M		100,000	A	\$ 15.18
							1,647,302
Common Stock	02/13/2015		D		100,000	D	\$ 59.2386
							1,547,302

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(4)

Common Stock	02/13/2015	M	145,342	A	\$ 15.18	1,692,644	D	
Common Stock	02/13/2015	F	<u>97,518</u> (5)	D	\$ 59.48	1,595,126	D	
Common Stock						4,140	I	By spouse (3)
Common Stock						127,932	I	By trust

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)	\$ 15.18	02/12/2015		M	150,000	(1) 04/01/2015	Common Stock 150,000
Stock Option (Right to Buy)	\$ 15.18	02/13/2015		M	100,000	(1) 04/01/2015	Common Stock 100,000
Stock Option (Right to Buy)	\$ 15.18	02/13/2015		M	145,342	(1) 04/01/2015	Common Stock 145,342

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMON IRWIN D
C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE
LAKE SUCCESS, NY 11042

X

Pres., CEO & Chairman of Bd

Signatures

Irwin D. Simon 02/13/2015

**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).

The option, representing a right to purchase a total of 945,342 shares (adjusted to reflect the Issuer's two-for-one stock split of common stock on December 29, 2014), became exercisable in four equal annual installments beginning on April 1, 2009, which was the first anniversary of the date on which the option was granted. The option expires on April 1, 2015.

(1) Represents the weighted average sale price of the common stock sold by Mr. Simon on 02/12/2015. The range of stock prices was \$58.00 to \$59.06. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.

(2) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

Represents the weighted average sale price of the common stock sold by Mr. Simon on 02/13/2015. The range of stock prices was \$58.995 to \$59.55. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.

(3) Represents the payment of exercise price and tax liability by the withholding of securities.

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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