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LAMEL IRA Form 4	J										
November 19											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									9PROVAL 3235-0287		
Check this						•-			Expires:	January 31,	
if no longe subject to Section 16 Form 4 or Form 5	F CHANGES IN BENEFICIAL OWNERS SECURITIES Section 16(a) of the Securities Exchange Act						Estimated a burden hou response	rs per			
obligations may contin <i>See</i> Instruct 1(b).	s Section 1	7(a) of the		lity Holdi	ng Com	pany	Act of	f 1935 or Sectio	n		
(Print or Type Re	esponses)										
1. Name and Ad LAMEL IRA	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)	3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Officer (give title Other (specify					
	SERVICE RO CELESTIAL		11/15/20	-				below) Executive	below) Vice President	& CFO	
	(Street)	reet) 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			
MELVILLE,	NY 11747							Form filed by M Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. (Month/Day/Year) Exec any (Mo			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)(A))	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	11/15/2012			А	2,822	А	\$0	43,385	D		
Restricted Share Units	11/15/2012			А	2,822	A	\$ 0	2,822	D		

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

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number.

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)	4. Transactic Code (Instr. 8)	5. 6. Date Exe onNumber Expiration I of (Month/Day Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
Repo	rting C	wners	Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	Relationships						
1 9	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 11/19/2012

<u>**</u>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) Represents a grant of the Issuer's common stock which will vest on November 15, 2014, provided the Issuer achieves certain performance measures.
- (2) Represents a grant of the Issuer's restricted share units which will vest on November 15, 2014.

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.