Edgar Filing: FALTISCHEK DENISE M - Form 4

FALTISCHE	K DENISE M										
Form 4	2012										
November 19									OMB A	PPROVAL	
Check this box								OMB	3235-0287		
								irs per			
(Print or Type Re	esponses)										
FALTISCHEK DENISE M Symbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest Transaction /Day/Year) /2012				Director 10% Owner X_ Officer (give title Other (specify below) below) SVP and General Counsel			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MELVILLE,	NY 11747							Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-E	Derivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Execution any		Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	11/15/2012			А	3,699	A	\$0	21,476	D		

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.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Day (Month/Day/ e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director 10% Owner Officer		Officer	Other		
FALTISCHEK DENISE M C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747			SVP and General Counsel			
Signatures						
Denise M. 11/19/2012						

Faltischek

<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, half of which will vest on November 15, 2014, and half of which will vest on November 15, 2014, provided the Issuer achieves certain performance measures.

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.