LAMEL IRA J Form 4 September 24, 2012

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A LAMEL IR	2. Issuer Name <b>and</b> Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)						
58 SOUTH SERVICE ROAD, C/O			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2012					Director 10% Owner X_ Officer (give title Other (specify below) below)  Executive Vice President & CFO			
THE HAIN INC.	CELESTIAL	GROUP,										
				ndment, Da nth/Day/Year	_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MELVILLE, NY 11747								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any		emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or					p 7. Nature of t Indirect Beneficial Ownership (Instr. 4)		
Common	09/20/2012			Code V	Amount 8,360	(D)	Price \$ 0	44,426	D			
Stock (1)	0712012012			Λ	0,500	Л	φυ	TT, <b>T</b> 20	D			
Common Stock (2)	09/20/2012			F	3,863	D	\$ 66.28	40,563	D			

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	on Date, if Transactio		nNumber Expiration Date		Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

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 09/24/2012 \*\*Signature of 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 a grant of fully vested shares of the Issuer's common stock granted in settlement of the Issuer's 2011-2012 Long Term Incentive Plan.
- (2) Represents shares withheld to pay taxes incident to the grant of fully vested shares of common stock.

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.

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