

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person *</b> <u>LAMEL IRA J</u>  (Last) (First) (Middle) <u>58 SOUTH SERVICE ROAD</u> <u>C/O THE HAIN CELESTIAL GROUP, INC.</u>  (Street) <u>MELVILLE NY 11747</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HAIN CELESTIAL GROUP INC [ HAIN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President &amp; CFO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/06/2012</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	D	
Common Stock	09/06/2012		S		50,000	D	\$72.9606 <sup>(1)</sup>	36,066	D	
Common Stock	09/06/2012		M		5,000	A	\$30.35	41,066	D	
Common Stock	09/06/2012		S		5,000	D	\$72.9606 <sup>(2)</sup>	36,066	D	
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 <sup>(3)</sup>	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 <sup>(4)</sup>	36,066	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 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	\$0	0	D	
Stock Option (Right to Buy)	\$30.35	09/06/2012		M			5,000	04/01/2008	04/01/2015	Common Stock	5,000	\$0	54,084	D	
Stock Option (Right to Buy)	\$30.35	09/07/2012		M			19,391	04/01/2008	04/01/2015	Common Stock	19,391	\$0	34,693	D	
Stock Option (Right to Buy)	\$30.35	09/10/2012		M			34,693	04/01/2008	04/01/2015	Common Stock	34,693	\$0	0	D	

**Explanation of Responses:**

1. 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 \$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.
2. 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 \$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.
3. 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 \$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.
4. 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 \$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.

Ira J. Lamel

09/10/2012

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**