FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

١	Vas	hing	ton,	D.C.	20549	

ngton, 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).

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

1. Name and Address of Reporting Person* SCHILIRO LEWIS						2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]									tionship all appli Directo	,				
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 04/11/2005									Officer below)	(give title		Other (sbelow)	specify	
58 SOUT	ΓΗ SERVIC	CE ROAD			4 11	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street) MELVIL	LE N	Y	11747			Line) X Form filed by One Reporting Person Form filed by More than One Reporting							n							
(City)	(S	tate)	(Zip)												Persor					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						Execution Date,			Code (Transaction Disposed Of (D) (Instr. 3, 4			ed (A) or str. 3, 4 a	4 and Securitie Beneficia		es Forn ally (D) o Following (I) (Ir		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code V Amount (A) or (D)				Price	. 1	Transact (Instr. 3	tion(s)			(111501.4)				
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) (Month/II Security (Month/II				Date, Transac Code (Ir		action of		Expiration	5. Date Exercisable and Expiration Date Month/Day/Year)			d of g e Security nd 4)	8. Price of Derivativ Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				,	Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amoun or Numbe of Shares							
Stock option (right to buy)	\$18.11	04/11/2005			A		7,500		04/11/200	5 0)4/11/2015	Common Stock	7,500		\$0	7,500		D		

Explanation of Responses:

Remarks:

Exhibit List Exhibit 99 - Power of Attorney

/s/ Ira J. Lamel, attorney-in-

fact

** Signature of Reporting Person

Date

04/12/2005

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.

THE HAIN CELESTIAL GROUP, INC. POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of IRWIN D. SIMON and IRA J. LAMEL, and their assigns, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of THE HAIN CELESTIAL GROUP, INC. (the "Company"), Forms 3, 4 and 5 (or any analogous form), including amendments, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 and 5 (or any analogous form) and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 (or any analogous form) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of March, 2004.

/s/ Lewis D. Schiliro
Signature
Lewis D. Schiliro
Print Name

INDIVIDUAL ACKNOWLEDGEMENT

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STATE OF DELAWARE ) : ss.:
COUNTY OF NEW CASTLE )
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On this 2nd day of March, 2004, before me personally appeared Lewis D. Schiliro personally known to me to be the person that executed this instrument and acknowledged to me that he/she executed the same.

WITNESS my hand and official seal.

Signature /s/ Teresa R. Reilly (Seal)
