FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, 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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Clast   Clas	Name and Address of Reporting Person*     MELTZER ROGER					2. Issuer Name <b>and</b> Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [ HAIN ]											p of Reportin plicable) ctor	ng Pers	on(s) to Is		
(Street) NEW YORK NY 10020  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Street)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (M	DLA PIP	PER LLP (U	JS)	` ,																Other (specify below)	
Street    NEW YORK   NY   10020   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   Month/Day/Year)   2. Transaction Date (Month/Day/Year)   Month/Day/Year)   Month/Day/Year)   3. Transaction Date (Instr. 3)   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Following Reported Transaction (Instr. 3)   Transaction Code (Instr. 8)   Transaction (Instr. 3)   Transaction (Instr. 3)   Transaction (Instr. 4)   Transaction (Instr. 3)   Transaction (Instr. 4)   Transaction (Instr. 5)   Transaction (Instr. 4)   Transaction (Instr. 5)   Transaction (Instr. 4)	1251 AVENUE OF THE AMERICAS					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3.	·														X Form filed by One Reporting Person Form filed by More than One Reporting						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  7. Title of Derivative Securities Acquired (A) or Observative Securities Acquired (B) or Derivative Securities Acquired (B) or Derivative Securities Acquired (B) or Derivative Securities Derivative Sec	(City)	(S	tate)	(Zip)																	
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Common Stock(I)   Transaction Code (Instr. 8)   Transaction Code (Instr. 4)   Transaction Code (Instr. 4)   Transaction Code (Instr. 8)   Transaction Date (Instr. 8)   Transaction Code (Instr. 8)   Transaction Date (Instr. 8)   Transactio	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock(1)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  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 (Month/Day/Year)  3. Transaction Date Execution Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  Ownership Form: Direct (D) Owned Following (Instr. 4)	Date					Exec Day/Year) if any		Executio if any	Execution Date, f any		Transaction Dispose Code (Instr. 5)					4 and Secu Bend Own		ties cially I Following	Form: (D) or	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 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)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 5)  3. Transaction Code (Instr. 8)  4. Transaction of Expiration Date (Month/Day/Year) Securities Underlying Derivative Security Security Security Security Security (Instr. 5)  1. Title of Date Exercisable and Expiration Date (Month/Day/Year) Securities Underlying Derivative Security Security Security Security Security (Instr. 5)  1. Title of Date Exercisable and Expiration Date (Month/Day/Year) Securities Underlying Derivative Security Security Security Security (Instr. 5)  2. Direct (D) Ownership Form: Direct (D) Owned Or Indirect (A) or Security Security Security Security (Instr. 5)  3. Transaction Ownership Securities Securities Security Securities Security (Instr. 5)  4. Title of Date Exercisable and Expiration Date (Month/Day/Year) Securities Security Securities Security (Instr. 5)  3. Price of Derivative Securities Security Securities										Code	v	Amount			Price	e	Transaction(s)				(111311. 4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)	Common Stock <sup>(1)</sup>					11/15/2012						2,750	2,750 A		\$	30 11,417			D		
Derivative Security (Instr. 3) Pire of Derivative Security Security Security Security Security Security Security Security Security Securities Security Securities Security Securities Securities Security Securities Securit																					
of (D) (Instr. 3, 4 and 5)  Amount or Number	Derivative Security	Conversion or Exercise (Month/Day/Year)  Price of Derivative Execution Date, if any (Month/Day/Year)		Code (Instr.		of Derive Secur Acque (A) or Disposof (D) (Instr.	ative rities ired osed . 3, 4	Expiration (Month/Da	xpiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)		Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

## **Explanation of Responses:**

1. Represents a grant of restricted shares of the Issuer's common stock, which will vest in three (3) equal amounts on November 15, 2013, 2014 and 2014.

Roger Meltzer (by Ira J. Lamel, 11/19/2012 as Attorney in Fact)

\*\* Signature of Reporting Person

Date

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.

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