



(Over)

(Form 3-07/99)

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Options to purchase Common Stock (Note 2)	05/30/00	05/31/10	Common Stock	15,000	\$30.875	D
Options to purchase Common Stock (Note 3)		07/11/31	Common Stock	120,971	\$ 3.26	D
Options to purchase Common Stock (Note 3)		07/11/31	Common Stock	120,971	\$ 4.53	D
Options to purchase Common Stock (Note 3)		07/01/03	Common Stock	46,400	\$ 7.91	D

Explanation of Responses:

Note 1: Shares acquired upon consummation of the acquisition (the "Acquisition") of Celestial Seasonings, Inc. on May 30, 2000 at an exchange ratio of 1.265 shares of Hain Common Stock for each share of Celestial Common Stock held prior to the Acquisition.

Note 2: Issued under Hain's Director Stock Option Plans upon appointment to Hain's Board of Directors.

Note 3: Options to purchase shares of Hain Common Stock acquired upon the consummation of the Acquisition in exchange of options to purchase shares of Celestial Common Stock, as adjusted. Number of shares of common stock underlying options calculated by multiplying number of options for shares of Celestial common stock owned prior to the Acquisition by the exchange ratio of 1.265. Exercise price of options calculated by dividing exercise price of Celestial options assumed by Hain in the Acquisition by the exchange ratio of 1.265.

/s/ Mo Siegel 6/7/00  
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\*\*Signature of Reporting Person Date

\*\* 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.

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.

