

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SIMON IRWIN D</u>  (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <u>1111 MARCUS AVENUE</u>  (Street) <u>LAKE SUCCESS NY 11042</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [ HAIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., CEO &amp; Chairman of Bd</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/12/2015		M		150,000	A	\$15.18	1,697,302	D	
Common Stock	02/12/2015		D		150,000	D	\$58.7362 <sup>(2)</sup>	1,547,302	D	
Common Stock	02/13/2015		M		100,000	A	\$15.18	1,647,302	D	
Common Stock	02/13/2015		D		100,000	D	\$59.2386 <sup>(4)</sup>	1,547,302	D	
Common Stock	02/13/2015		M		145,342	A	\$15.18	1,692,644	D	
Common Stock	02/13/2015		F		97,518 <sup>(5)</sup>	D	\$59.48	1,595,126	D	
Common Stock								4,140	I	By spouse <sup>(3)</sup>
Common Stock								127,932	I	By trust

**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)	\$15.18	02/12/2015		M		150,000		(1)	04/01/2015	Common Stock	150,000	\$0	245,342	D	
Stock Option (Right to Buy)	\$15.18	02/13/2015		M		100,000		(1)	04/01/2015	Common Stock	100,000	\$0	145,342	D	
Stock Option (Right to Buy)	\$15.18	02/13/2015		M		145,342		(1)	04/01/2015	Common Stock	145,342	\$0	0	D	

**Explanation of Responses:**

- The option, representing a right to purchase a total of 945,342 shares (adjusted to reflect the Issuer's two-for-one stock split of common stock on December 29, 2014), became exercisable in four equal annual installments beginning on April 1, 2009, which was the first anniversary of the date on which the option was granted. The option expires on April 1, 2015.
- Represents the weighted average sale price of the common stock sold by Mr. Simon on 02/12/2015. The range of stock prices was \$58.00 to \$59.06. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.
- Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.
- Represents the weighted average sale price of the common stock sold by Mr. Simon on 02/13/2015. The range of stock prices was \$58.995 to \$59.55. Upon request, Mr. Simon will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.
- Represents the payment of exercise price and tax liability by the withholding of securities.

Irwin D. Simon

02/13/2015

\*\* 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.

