

**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                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person *<br><u>BRONNER BETH L</u><br><br>(Last) (First) (Middle)<br><u>58 SOUTH SERVICE ROAD</u><br><br>(Street)<br><u>MELVILLE NY 11747</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HAIN CELESTIAL GROUP INC [ HAIN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/09/2005</u>                   |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 02/09/2005                           |  | M                              |   | 15,000  | A          | \$3.5    | 55,667  | D  |   |
| Common Stock                    | 02/09/2005                           |  | M                              |   | 7,500   | A          | \$3.375  | 63,167  | D  |   |
| Common Stock                    | 02/09/2005                           |  | M                              |   | 7,500   | A          | \$8.5    | 70,667  | D  |   |
| Common Stock                    | 02/09/2005                           |  | S                              |   | 30,000  | D          | \$18.621 | 40,667  | D  |   |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 31,667  | D          | \$18.95  | 9,000   | 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 |
| Stock option (right to buy)                | \$3.5  | 02/09/2005                           |  | M                              |   |  | 15,000 | 12/01/1995   | 12/01/2005      | Common Stock  | 15,000                                     | \$0  | 0   | D  |       |
| Stock option (right to buy)                | \$3.375  | 02/09/2005                           |  | M                              |   |  | 7,500  | 12/01/1996   | 12/01/2006      | Common Stock  | 7,500                                      | \$0  | 0   | D  |       |
| Stock option (right to buy)                | \$8.5  | 02/09/2005                           |  | M                              |   |  | 7,500  | 12/01/1997   | 12/01/2007      | Common Stock  | 7,500                                      | \$0  | 0   | D  |       |

Explanation of Responses:

/s/ Beth L. Bronner 02/11/2005

\*\* 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.

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.