FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
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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 7									
1. Name and Address of Reporting Person* HEYER ANDREW R						2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
HEYER ANDREW R						[Directo	r		10% Ov	vner	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 04/11/2005									Officer below)	(give title		Other (s below)	specify	
425 LEXINGTON AVE 3RD FL																				
CIBC WOOD GUNDY					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)														X	Form f	iled by One	e Repo	orting Perso	n	
NEW YORK NY 10017														Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						Execution D			Code (I		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			4 and Securiti		es Fori ially (D) (Following (I) (I		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)				ion(s)			inisti. 4)							
		Т	able II - I (uired, D s, option					y O	wned					
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)	Date, 1	4. Transactio Code (Instr 8)				6. Date Exercisal Expiration Date (Month/Day/Year			le and 7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)		De Se	Price of rivative curity str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owner Form: Direct or Indi (I) (Ins	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares							
Stock option (right to buy)	\$18.11	04/11/2005			A		7,500		04/11/2005	6 04	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-

** Signature of Reporting Person

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 8th day of October, 2002.

/s/ Andrew R. Heyer					
Signature					
Andrew R. Heyer					
Print Name					

INDIVIDUAL ACKNOWLEDGEMENT

STATE OF NEW YORK) : SS.:
COUNTY OF SUFFOLK)

On this 8th day of October, 2002, before me personally appeared Andrew Heyer 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/ Theresa C. Goodman (Seal)
