FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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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. Name and Address of Reporting Person*					2. Issuer Name <b>and</b> Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [ HAIN ]							5. Relationship of Reporting Person(s) to Issuer							
HEYER ANDREW R												<u>H</u>	Ι`		,		10% Owner		
	` '	•	1iddle)			3. Date of Earliest Transaction (Month/Day/Year) 09/04/2008										Other (specify below)			
CIBC WOOD GUNDY						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
					-	(									Forn	Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table	: I - No	on-Deriv	/ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or B	enefi	cially	Owne	ed			
			Date		Execution Date,		3. Transaction Code (Instr. 8)				and 5) Secu Bene Own		ities icially d Following	Form: Direct	t of Indirect ct Beneficial Ownership				
									Code	v	Amount	(A) or (D)	Pric	e	Trans	action(s)		(Instr. 4)	
Common Stock <sup>(1)</sup> 0					2008				S		4,768	D	\$	26.5	1	99,366	D		
Common Stock <sup>(1)</sup> 09					2008				S		200	D	\$2	6.505	1	99,166	D		
Common Stock <sup>(1)</sup> 09/04/					2008	008			S		100	D	\$2	\$26.51		99,066	D		
Common Stock <sup>(1)</sup> 09/04/2					2008	800			S		100	D	\$26	5.5025	1	98,966	D		
Common Stock <sup>(1)</sup> 09/04/2						.008			S		4,600	D	\$2	\$26.495		194,366			
		Tak	ole II -												wned				
vative conversion or Exercise Price of Derivative Security  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)							6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun		Der Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	Owners Form: Direct (I or Indir (I) (Insti	Beneficial Ownership ct (Instr. 4)			
	INGTON OOD GU  ORK  Stock(1) Stock(1) Stock(1) Stock(1) Stock(1) Stock(1) Or Exercis Price of Derivative	(First) INGTON AVE 3RD I OOD GUNDY  ORK NY  (State)  Security (Instr. 3)  Stock(1)	(First) (N INGTON AVE 3RD FL OOD GUNDY  DRK NY 10  (State) (Z  Table Security (Instr. 3)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Tal  2.  Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  INGTON AVE 3RD FL  OOD GUNDY  ORK NY 10017  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Table II -  Conversion or Exercise Price of Derivative (Month/Day/Year)  [Month/Day/Year]  (Middle)  (Zip)  Table I - No  Security (Instr. 3)	(First) (Middle)  INGTON AVE 3RD FL  OOD GUNDY  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Stock(1)  Table II - Derivative (e.g., p  2. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)	HA   ANDREW R   HA   ANDREW R   General State   General Stat	HAIN	(First) (Middle)  (INGTON AVE 3RD FL OOD GUNDY  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock(1)  Stock(1)  O9/04/2008  Stock(1)  O9/04/2008  Stock(1)  O9/04/2008  Stock(1)  O9/04/2008  Stock(1)  O9/04/2008  Stock(1)  O9/04/2008  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  A. Deemed Execution Date (e.g., puts, calls, warr  2. Conversion Or Exercise Price of Derivative Securities (e.g., puts, calls, warr)  (Month/Day/Year)  (Month/Day/Year)  A. Transaction Date (e.g., puts, calls, warr  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	HAIN CELEST	HAIN CELESTIAL Color	HAIN CELESTIAL GRO	HAIN CELESTIAL GROUP INC	(First) (Middle) INGTON AVE 3RD FL OOD GUNDY  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Berustive Stock(1)  O9/04/2008  Stock(1)  O9/0	(First) (Middle) INGTON AVE 3RD FL OOD GUNDY  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiary (Month/Day/Year)  Security (Instr. 3)  Z. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock(1)  O9/04/2008  Stock(1)  O/OX  OBLEXENTED TARIS	HAIN CELESTIAL GROUP INC	Check all apt	HAIN CELESTIAL GROUP INC   HAIN   Check all applicable   X Director Officer (give title below)   Director Officer (give title below)   Officer (give title title)   Officer (give title below)   Officer (give title title)   Officer (give title titl	HAIN CELESTIAL GROUP INC	

## **Explanation of Responses:**

1. The shares sold include shares that had formerly been indirectly held by Argosy Investment Corp. A total of 2,268 such shares were sold on the Transaction Date.

<u>Andrew R. Heyer (by Denise</u> <u>M. Faltischek, attorney-in-fact)</u>

09/08/2008

\*\* 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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