

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDING LLC</u> <u>767 FIFTH AVE., SUITE 4700</u>  (Street) <u>NEW YORK NY 10153</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2012</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, par value \$0.01 per share ("Common Shares")	11/14/2012		P		75,000	A	\$58.97	7,239,963	I	please see all footnotes <sup>(3)(4)(5)(1)(2)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ICAHN CARL C  
 (Last) (First) (Middle)  
C/O ICAHN ASSOCIATES HOLDING LLC  
767 FIFTH AVE., SUITE 4700  
 (Street)  
NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
IPH GP LLC  
 (Last) (First) (Middle)  
445 HAMILTON AVENUE  
SUITE 1210  
 (Street)  
WHITE PLAINS NY 10601  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ICAHN CAPITAL LP  
 (Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

ICAHN ENTERPRISES G.P. INC.

(Last)

(First)

(Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

ICAHN ENTERPRISES HOLDINGS L.P.

(Last)

(First)

(Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BECKTON CORP

(Last)

(First)

(Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City)

(State)

(Zip)

**Explanation of Responses:**

1. High River Limited Partnership ("High River") directly beneficially owns 1,447,992 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 2,188,578 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 2,404,713 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 832,165 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 366,515 Shares.

2. Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

3. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

4. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

5. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

**Remarks:**

CARL C. ICAHN 11/16/2012

IPH GP LLC 11/16/2012

BECKTON CORP. 11/16/2012

ICAHN CAPITAL LP 11/16/2012

ICAHN ENTERPRISES 11/16/2012

HOLDINGS L.P. 11/16/2012

ICAHN ENTERPRISES G.P. 11/16/2012  
INC.

\*\* 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.