

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>HEYER ANDREW R</u> (Last) (First) (Middle) <u>58 SOUTH SERVICE ROAD</u> (Street) <u>MELVILLE NY 11747</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	06/07/2006		p ⁽¹⁾		100	A	\$26.3921	193,366	D	
Common Stock	06/08/2006		p ⁽¹⁾		100	A	\$26.2041	193,466	D	
Common Stock	06/09/2006		p ⁽¹⁾		100	A	\$26.3039	193,566	D	
Common Stock	06/13/2006		p ⁽¹⁾		100	A	\$25.9381	193,666	D	
Common Stock	06/14/2006		p ⁽¹⁾		100	A	\$25.4096	193,766	D	
Common Stock	06/21/2006		p ⁽¹⁾		200	A	\$25.8752	193,966	D	
Common Stock	06/22/2006		p ⁽¹⁾		100	A	\$26.2807	194,066	D	
Common Stock	06/22/2006		p ⁽¹⁾		100	A	\$26.3843	194,166	D	
Common Stock	07/26/2006		s ⁽¹⁾		300	D	\$21.0462	193,866	D	
Common Stock	07/26/2006		s ⁽¹⁾		100	D	\$21.3655	193,766	D	
Common Stock	11/03/2006		p ⁽¹⁾		400	A	\$28.028	194,166	D	
Common Stock	12/21/2006		p ⁽¹⁾		200	A	\$31.1129	194,366	D	
Common Stock								2,268	I	By Argosy Investment Corp.

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)					

Explanation of Responses:

1. Transactions occurred in a managed account over which the reporting person does not have day-to-day investment control.

Remarks:

/s/ Andrew R. Heyer

01/03/2007

** 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.