

**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* <b>GOLD JAMES S</b>  (Last) (First) (Middle) <b>58 SOUTH SERVICE ROAD</b>  (Street) <b>MELVILLE NY 11747</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HAIN CELESTIAL GROUP INC [ HAIN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former Director</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2004</b>	
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	03/15/2004		X		15,000	A	\$19.6875	15,000	D	
Common Stock	03/15/2004		X		7,500	A	\$17.625	22,500	D	
Common Stock	03/15/2004		S		1,664	D	\$22.13	20,836	D	
Common Stock	03/15/2004		S		4,336	D	\$22.15	16,500	D	
Common Stock	03/15/2004		S		2,000	D	\$22.2	14,500	D	
Common Stock	03/15/2004		S		900	D	\$22.23	13,600	D	
Common Stock	03/15/2004		S		100	D	\$22.27	13,500	D	
Common Stock	03/15/2004		S		1,000	D	\$22.28	12,500	D	
Common Stock	03/15/2004		S		1,000	D	\$22.3	11,500	D	
Common Stock	03/15/2004		S		1,000	D	\$22.33	10,500	D	
Common Stock	03/15/2004		S		3,800	D	\$22.35	6,700	D	
Common Stock	03/15/2004		S		1,700	D	\$22.41	5,000	D	
Common Stock	03/15/2004		S		3,800	D	\$22.5	1,200	D	
Common Stock	03/15/2004		S		1,200	D	\$22.6	0	D	
Common Stock	04/06/2004		X		15,000	A	\$20.01	15,000	D	
Common Stock	04/06/2004		S		3,700	D	\$21.73	11,300	D	
Common Stock	04/06/2004		S		7,533	D	\$21.75	3,767	D	
Common Stock	04/06/2004		S		2,467	D	\$21.77	1,300	D	
Common Stock	04/06/2004		S		1,300	D	\$21.82	0	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)	\$19.6875	03/15/2004		X			15,000	03/01/1998	03/01/2008	Common Stock	15,000	\$0	0	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	Amount or Number of Shares				
Stock Option (right to buy)	\$17.625	03/15/2004		X			7,500	12/01/1998	12/01/2008	Common Stock	7,500	\$0	0	D	
Stock Option (right to buy)	\$20.01	04/06/2004		X			15,000	02/12/2002	02/12/2012	Common Stock	15,000	\$0	0	D	

Explanation of Responses:

/s/ James Gold

05/07/2004

\*\* 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.**