

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>FALTISCHEK DENISE M</u> (Last) (First) (Middle) C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD (Street) MELVILLE NY 11747 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/19/2009	3. Issuer Name and Ticker or Trading Symbol <u>HAIN CELESTIAL GROUP INC [HAIN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,374 ⁽¹⁾	D	
Common Stock	6,532 ⁽²⁾	D	
Common Stock	4,334 ⁽³⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- Represents a grant of restricted shares of the Issuer's Common Stock, which vest in three equal amounts on November 19, 2010, 2011 and 2012.
- Represents a grant of restricted shares of the Issuer's Common Stock, which vest in three equal amounts on March 11, 2010, 2011 and 2012.
- Represents a grant of 5,000 restricted shares of the Issuer's Common Stock, which vest in three equal amounts on April 1, 2009, 2010 and 2011. On April 1, 2009, 1,667 shares vested, of which 666 were withheld to pay taxes.

Denise M. Faltischek 11/30/2009

** 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 5 (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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