

**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>SIMON IRWIN D</u>  (Last) (First) (Middle) <u>C/O THE HAIN CELESTIAL GROUP, INC.</u> <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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., CEO &amp; Chairman of Bd</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2013</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	02/15/2013		M		60,000	A	\$16.24	987,846	D	
Common Stock	02/15/2013		S		60,000	D	\$59.8972 <sup>(1)</sup>	927,846	D	
Common Stock	02/19/2013		M		10,000	A	\$16.24	937,846	D	
Common Stock	02/19/2013		S		10,000	D	\$59.477 <sup>(2)</sup>	927,846	D	
Common Stock	02/20/2013		M		30,000	A	\$16.24	957,846	D	
Common Stock	02/20/2013		S		30,000	D	\$58.4312 <sup>(3)</sup>	927,846	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)	\$16.24	02/15/2013		M			60,000	05/13/2003	05/13/2013	Common Stock	60,000	\$0	240,000	D	
Stock Option (Right to Buy)	\$16.24	02/19/2013		M			10,000	05/13/2003	05/13/2013	Common Stock	10,000	\$0	230,000	D	
Stock Option (Right to Buy)	\$16.24	02/20/2013		M			30,000	05/13/2003	05/13/2013	Common Stock	30,000	\$0	200,000	D	

**Explanation of Responses:**

1. Represents the weighted average sale price of the common stock sold by the Filer on 2/15/2013. The range of stock prices was \$59.62 to \$60.68. Upon request, the Filer will provide the Commission staff, Issuer or a security holder of the Issuer with information regarding the number of shares sold at each price.
2. Represents the weighted average sale price of the common stock sold by the Filer on 2/19/2013. The range of stock prices was \$59.41 to \$59.51. Upon request, the Filer will provide the Commission staff, Issuer or a security holder of the Issuer with information regarding the number of shares sold at each price.
3. Represents the weighted average sale price of the common stock sold by the Filer on 2/20/2013. The range of stock prices was \$58.00 to \$59.60. Upon request, the Filer will provide the Commission staff, Issuer or a security holder of the Issuer with information regarding the number of shares sold at each price.

Irwin D. Simon

02/20/2013

\*\* 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.