

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<b>1. Name and Address of Reporting Person*</b> <u>FUTTERMAN JACK</u> _____ (Last) (First) (Middle) <u>16315 VINTAGE OAK LANE</u> _____ (Street) <u>DELRAY BEACH FL 33484</u> _____ (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HAIN CELESTIAL GROUP INC [ HAIN ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/24/2008</u>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> _____					

**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				

**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) <sup>(1)</sup>	\$20.01	02/24/2008		D		15,000		02/12/2002	02/12/2012	Common Stock	15,000	\$0	0	D	
Stock Option (right to buy) <sup>(1)</sup>	\$12.13	02/24/2008		D		10,000		08/13/2002	08/13/2012	Common Stock	10,000	\$0	0	D	
Stock Option (right to buy) <sup>(1)</sup>	\$22.08	02/24/2008		D		7,500		02/26/2004	02/26/2014	Common Stock	7,500	\$0	500	D	
Stock Option (right to buy) <sup>(1)</sup>	\$18.11	02/24/2008		D		7,500		04/12/2005	04/12/2015	Common Stock	7,500	\$0	0	D	
Stock Option (right to buy) <sup>(1)</sup>	\$22.28	02/24/2008		A		15,000		02/12/2002	02/12/2012	Common Stock	15,000	\$0	15,000	D	
Stock Option (right to buy) <sup>(1)</sup>	\$15.06	02/24/2008		A		10,000		08/13/2002	08/13/2012	Common Stock	10,000	\$0	10,000	D	
Stock Option (right to buy) <sup>(1)</sup>	\$22.44	02/24/2008		A		7,500		02/26/2004	02/26/2014	Common Stock	7,500	\$0	7,500	D	
Stock Option (right to buy) <sup>(1)</sup>	\$19.53	02/24/2008		A		7,500		04/12/2005	04/12/2015	Common Stock	7,500	\$0	7,500	D	

**Explanation of Responses:**

1. The reporting person agreed to an amendment to the exercise price of the outstanding option to reflect a higher exercise price, in connection with the completion of a review of the issuer's stock option practices by certain independant directors of the issuer.

Jack Futterman (by Ira J. Lanel, 02/26/2008 attorney-in-fact)

\*\* 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.

