FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1	OMB APPROVAL								
	OMB Number:	3235-0287							
1	Estimated average b	ourden							

0.5

hours per response:

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

(Find HAIN CE.) H SERVICE LE NY	CE ROAD Y 1 tate) (Middle) UP, INC. 11747 Zip)		3. D	Oate of	of Earlies	ESTI.	action (M	onth/[Day/Year)			(Che	eck all app	blicable) ctor er (give title		Owner r (specify
HAIN CE H SERVIC	LESTIAL GRODE ROAD Y 1 tate) (UP, INC.		11/	19/2	2009								Offic	er (give title	Othe	r (specify
LE N	Y 1 tate) (4. If	f Ame	endment	, Date of	Original	Filed	(Month/Da							
				4. If Amendment, Date of Original Filed (Month/Day/Year) ——								Line	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Tabl	le I - Nor	-Deriv	ative	Se	curitie	s Acq	uired,	Dis	osed o	f, or	Bene	ficiall	y Owne	ed		
Date					Execution Date Day/Year) if any		n Date,	Transaction Disposed Code (Instr. 5)					Securi Benefi Owned	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount			Price	Transa	action(s)		(Instr. 4)	
Common Stock 11/19 Common Stock					11/19/2009					3,500) A	Α	\$0	2	26,000	D	
															130	I	By spouse
	Та													Owned			
or Exercise (Month/Day/Year) if any		Date,	Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amou		tr. 3	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
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Explanation of Responses:

1. Represents a grant of restricted shares of the Issuer's Common Stock, which will vest in 3 equal amounts on November 19, 2010, 2011 and 2012.

Beth L. Bronner (by Ira Lamel, as attorney-in-fact)

11/23/2009

** Signature of Reporting Person Da

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.