

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HEINZ H J CO</u>  (Last) (First) (Middle) <u>P O BOX 57</u>  (Street) <u>PITTSBURGH PA 15230</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2005</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, par value \$0.01 per share <sup>(1)</sup>	12/23/2005		S		6,090,351	D	\$20 <sup>(2)</sup>	0	I <sup>(3)</sup>	through subsidiaries

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
HEINZ H J CO  
 (Last) (First) (Middle)  
P O BOX 57  
 (Street)  
PITTSBURGH PA 15230  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Heinz Management, L.L.C  
 (Last) (First) (Middle)  
357 SIXTH AVENUE  
 (Street)  
PITTSBURGH PA 15222  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
H. J. Heinz Company, L.P.  
 (Last) (First) (Middle)  
357 SIXTH AVENUE  
 (Street)

PITTSBURGH PA 15222

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

HJH One, L.L.C.

(Last) (First) (Middle)

2541 N. STOKESBERRY PLACE, STE 100

(Street)

MERIDIAN ID 83642

(City) (State) (Zip)

**Explanation of Responses:**

1. Please see attached Joint Filer Information. The Reporting Person is filing solely in its capacity as indirect beneficial owner of securities held by one of its subsidiaries.
2. This figure reflects the public offering price.
3. Until December 23, 2005, the reported securities were owned directly by HJH One L.L.C. H. J. Heinz Company, L.P. owns HJH One, L.L.C. Heinz Management, L.L.C. is the general partner of H. J. Heinz Company, L.P. The Reporting Person is the ultimate parent company of HJH One, L.L.C., H.J. Heinz Company, L.P., and Heinz Management, L.L.C.

/s/ Theodore N. Bobby,  
Authorized Signatory for H. J. 12/23/2005  
Heinz Company

\*\* 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.**

## JOINT FILER INFORMATION

This statement on Form 4 is filed by H. J. Heinz Company, H. J. Heinz Company, L.P., Heinz Management, L.L.C. and HJH One, L.L.C. The principal business address for H. J. Heinz Company is P.O. Box 57, Pittsburgh, PA 15230. The principal business address for H. J. Heinz Company, L.P. and Heinz Management, L.L.C. is 357 Sixth Avenue, Pittsburgh, PA 15222. The principal business address of HJH One, L.L.C. is 2541 N. Stokesberry Place, STE 100, Meridian, ID 83642.

Designated Filer:	H. J. Heinz Company
Issuer and Ticker Symbol:	The Hain Celestial Group, Inc. ("HAIN")
Date of Event Requiring Statement:	12/23/2005

**H. J. HEINZ COMPANY**

By: /s/ Theodore N. Bobby

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Name: Theodore N. Bobby  
Title: Authorized Signatory

**H. J. HEINZ COMPANY, L.P.**

By: Heinz Management, L.L.C, its General Partner

By: /s/ Leonard A. Cullo, Jr.

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Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory

**HEINZ MANAGEMENT, L.L.C.**

By: /s/ Leonard A. Cullo, Jr.

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Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory

**HJH ONE, L.L.C.**

By: /s/ Leonard A. Cullo, Jr.

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Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory

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