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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

THE HAIN CELESTIAL GROUP, INC.

(Name of Issuer)

COMMON STOCK \$0.01 PAR VALUE

(Title of Class of Securities)

4052191

(CUSIP Number)

H. J. HEINZ COMPANY

(Name of Persons Filing Statement)

**Theodore N. Bobby
Senior Vice President & General Counsel
H. J. Heinz Company
US Steel Building, 60th Floor
600 Grant Street
Pittsburgh, Pennsylvania 15219
Tel. No.: 412-456-6007**

With a copy to:

**John A. Bick
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Tel No.: 212-450-4000**

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

December 2, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 4052191

13D

Page 2 of 7 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) H. J. Heinz Company 25-0542520		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o		
3	SEC USE ONLY		
4	SOURCE OF FUNDS *		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION PA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER -0-
		8	SHARED VOTING POWER 6,090,351
		9	SOLE DISPOSITIVE POWER -0-
		10	SHARED DISPOSITIVE POWER 6,090,351
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,090,351		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.4%		
14	TYPE OF REPORTING PERSON* CO		

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) HJH One, L.L.C. 25-1872817	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o</div>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS *	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;">o</div>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 6,090,351
	9	SOLE DISPOSITIVE POWER -0-
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <div style="text-align: right;">o</div>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.4%	
14	TYPE OF REPORTING PERSON* OO	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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	Heinz Management L.L.C. 51-0289545	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) x (b) o</div>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS *	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;">o</div>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 SOLE VOTING POWER -0-
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CUSIP No. 4052191

13D

Page 5 of 7 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) H. J. Heinz Company L.P. 25-1872814	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) x (b) o</div>	
3	SEC USE ONLY	

4	SOURCE OF FUNDS *	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.4%	
14	TYPE OF REPORTING PERSON* PN	

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Statement on Schedule 13D, originally filed on October 6, 1999, as amended by Amendment No. 1 filed on June 19, 2000 (as heretofore amended and supplemented, the “Schedule 13D”), by H. J. Heinz Company, a Pennsylvania corporation, and Boulder, Inc. (formerly Earth’s Best, Inc.), an Idaho corporation, relating to the purchase of shares of common stock, \$0.01 par value, of The Hain Celestial Group, Inc. (formerly The Hain Food Group, Inc.) (the “Company”).

Each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

The items of the Schedule 13D set forth below are hereby amended as follows:

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

This Schedule 13D is being filed jointly on behalf of the following persons (collectively, the “Reporting Persons”): H. J. Heinz Company (“Heinz”), a Pennsylvania corporation, Heinz Management, L.L.C. (“Heinz Management”), a Delaware limited liability corporation and a wholly owned subsidiary of Heinz, H. J. Heinz Company, L.P. (“Heinz LP”), a Delaware limited partnership the general partner of which is Heinz Management, and HJH One, L.L.C. (“HJH One”), a Delaware limited liability corporation and a wholly owned subsidiary of Heinz LP.

The address of the principal businesses and the principal offices of Heinz and Heinz Management is 600 Grant Street, Pittsburgh, Pennsylvania 15219. The addresses of the principal businesses and the principal offices of HJH One and Heinz LP are 2541 North Stokesberry Place, Suite 100, Meridian, Idaho 83642 and 357 Sixth Avenue, Pittsburgh, Pennsylvania 15222, respectively. The name, business address, present principal occupation or employment, and citizenship of each director and executive officer of Heinz, as of the date hereof, is set forth on Schedule A hereto, which is incorporated herein by reference.

Heinz manufactures and markets an extensive line of processed food products throughout the world. The principal business of Heinz Management is to act as the general partner of Heinz LP. Heinz LP manufactures and markets an extensive line of processed food products in the United States. The principle business of HJH One is to own shares of the Common Stock.

During the past five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons listed on Schedule A hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of a competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in the Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

HJH One has acquired and, for the purposes of Rule 13d-3 promulgated under the Exchange Act, may be deemed to own beneficially, in the aggregate 6,090,351 shares of Common Stock. The Common Stock held by HJH One represents approximately 16.4% of the voting stock of Hain.

Except as set forth in this Item 5, none of the Reporting Persons, or any person controlling any Reporting Person, or, to the best of the knowledge of the Reporting Persons, any persons named in Schedule A hereto (i) owns beneficially any shares of Common Stock or (ii) has effected any transactions in the Common Stock since October 5, 2005, other than D. Edward I. Smyth, Senior Vice President—Corporate and Government Affairs and Chief Administrative Officer of Heinz, who has the right to acquire, directly or indirectly, 23,000 shares of Common Stock.

Each of the Reporting Persons may be deemed to have shared voting and dispositive power with respect to the Common Stock beneficially held by HJH One.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by the following information (which to the extent inconsistent with such previously filed information, supersedes such information):

On December 2, 2005, pursuant to Section 2.1(a) of the Registration Rights Agreement, HJH One requested that the Company file a registration statement under the Securities Act covering the sale, from time to time, of all 6,090,351 shares of Common Stock owned by HJH One. The Company filed a registration statement on December 2, 2005. HJH One has agreed to reimburse the Company for up to \$750,000 of registration expenses associated with offerings under the registration statement.

Other than as described in Items 4 and 5 and this Item 6, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons enumerated in Item 2, and any other person, with respect to any securities of the Company, including, without limitation, the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or any pledge or contingency, the occurrence of which would give another person voting or investment power over the securities of Hain.

Item 12. Material to be Filed as Exhibits.

Item 12 is hereby amended and supplemented by adding the following exhibit:

Exhibit 6: Text of press release issued by Heinz dated December 2, 2005.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 5, 2005

H. J. HEINZ COMPANY

By: /s/ Arthur B. Winkleblack

Name: Arthur B. Winkleblack
Title: Executive Vice President and
Chief Financial Officer

HJH ONE, L.L.C.

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

Name: Leonard A. Cullo, Jr.
Title: Vice President

H. J. HEINZ COMPANY, L.P.

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

By: /s/ Edward J. McMenamain

Name: Edward J. McMenamain
Title: Vice President

HEINZ MANAGEMENT, L.L.C.

By: /s/ Edward J. McMenamain

Name: Edward J. McMenamain
Title: Vice President

EXHIBIT INDEX

Index No.

6	Text of press release issued by Heinz dated December 2, 2005.
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SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF H. J. HEINZ COMPANY

The name, residence or business address and present principal occupation or employment of each of the directors and executive officers of H. J. Heinz Company ("Heinz") are set forth below. Unless otherwise indicated, each title set forth opposite an individual's name refers to Heinz and each individual is a United States citizen.

Names	Business Address	Present Principal Occupation
Jeffrey P. Berger	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Executive Vice President—Global Foodservice and President and CEO—Heinz North America Foodservice
Theodore N. Bobby	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Senior Vice President and General Counsel
Charles E. Bunch*	PPG Industries 1 PPG Place Pittsburgh, Pennsylvania 15272	Chairman and Chief Executive Officer, PPG Industries, Inc.
Mary C. Choksi*	Strategic Investment Partners 1001 19 th Street North 16 th Floor Arlington, Virginia 22209	Managing Director, Strategic Investment Partners, Inc. and Emerging Markets Investors Corporation

Leonard S. Coleman, Jr.*	895 Church Lane Middletown, New Jersey 07748	Senior Advisor, Major League Baseball
Peter H. Coors*	Molson Coors Brewing Company P.O. Box 4030 Golden, Colorado 80401	Vice Chairman, Molson Coors Brewing Company; Chairman, Coors Brewing Company
John G. Drosdick*	Sunoco, Inc. 1735 Market Street, Suite LL Philadelphia, Pennsylvania 19103	Chairman, President, and Chief Executive Officer, Sunoco, Inc.
Edith E. Holiday*	3239 38 th Street, NW Washington, DC 20016	Attorney; Operating Trustee, TWE Holdings I and II Trusts
Joseph Jimenez	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Executive Vice President—President and Chief Executive Officer Heinz Europe
William R. Johnson*	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Chairman, President and Chief Executive Officer
Edward J. McMenamin	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Senior Vice President—Finance and Corporate Controller
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Michael D. Milone	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Senior Vice President — President Rest of World and Asia
David C. Moran	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Executive Vice President — President Heinz Consumer Products
Dean R. O’Hare*	The Chubb Corporation 15 Mountain View Road Warren, New Jersey 07059	Former Chairman and Chief Executive Officer of The Chubb Corporation, and Director – Fluor Corporation
Dennis H. Reilley*	Praxair, Inc. 39 Old Ridgebury Road Danbury, Connecticut 06810	Chairman, President, and Chief Executive Officer – Praxair, Inc.
D. Edward I. Smyth	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Senior Vice President— Corporate and Government Affairs and Chief Administrative Officer
Lynn C. Swann*	Swann, Inc. 506 Hegner Way Sewickley, Pennsylvania 15143	Chairman, President’s Council on Physical Fitness and Sports; President, Swann, Inc.; football and sports broadcaster, ABC Sports
Thomas J. Usher*	U. S. Steel Corporation 600 Grant Street Suite 6100 Pittsburgh, Pennsylvania 15219	Chairman of United States Steel Corporation
Arthur B. Winkleblack	H. J. Heinz Company 600 Grant Street Pittsburgh, Pennsylvania 15219	Executive Vice President and Chief Financial Officer

*Director of Heinz

Hain Celestial Files Registration Statement for Shares Held By Heinz

PITTSBURGH--(BUSINESS WIRE)--Dec. 2, 2005--In keeping with H. J. Heinz Company's (NYSE:HNZ) growth strategy announced earlier this year to focus on its three core categories and to explore the divestiture of non-core businesses around the world, Heinz has agreed with The Hain Celestial Group, Inc. (NASDAQ:HAIN) to explore the sale of approximately 6.1 million shares that it owns in Hain Celestial.

Commenting on the registration of the Hain Celestial shares, the Heinz Company said: "Heinz has for six years enjoyed our relationship with Hain Celestial as it has grown in the natural foods and personal care sectors. We are now redeploying our assets and concentrating on driving growth and shareholder value in the three core categories of Condiments and Sauces, Meals and Snacks and Infant Nutrition where we have leading brands and world-class capabilities."

SAFE HARBOR PROVISIONS FOR FORWARD-LOOKING STATEMENTS:

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect management's view of future events and financial performance. These statements are subject to risks, uncertainties, assumptions and other important factors, many of which may be beyond Heinz's control and could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Uncertainties contained in such statements include, but are not limited to, sales, earnings, and volume growth, general economic, political, and industry conditions, competitive conditions, which affect, among other things, customer preferences and the pricing of products, production, energy and raw material costs, the ability to identify and anticipate and respond through innovation to consumer trends, the need for product recalls, the ability to maintain favorable supplier relationships, achieving cost savings and gross margins objectives, currency valuations and interest rate fluctuations, change in credit ratings, the ability to identify and complete and the timing, pricing and success of acquisitions, joint ventures, divestitures and other strategic initiatives, approval of acquisitions and divestitures by competition authorities, including potential divestitures of certain HPF product lines in the U.K., the success of Heinz's growth and innovation strategy and the ability to limit disruptions to the business resulting from the emphasis on three core categories and potential divestitures, the ability to effectively integrate acquired businesses, new product and packaging innovations, product mix, the effectiveness of advertising, marketing, and promotional programs, supply chain efficiency and cash flow initiatives, risks inherent in litigation, including tax litigation, and international operations, particularly the performance of business in hyperinflationary environments, changes in estimates in critical accounting judgments and other laws and regulations, including tax laws, the success of tax planning strategies, the possibility of increased pension expense and contributions and other people-related costs, the possibility of an impairment in Heinz's investments, and other factors described in "Cautionary Statement Relevant to Forward-Looking Information" in the Company's Form 10-K for the fiscal year ended April 27, 2005. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the securities laws.

ABOUT HEINZ: H.J. Heinz Company, offering "Good Food, Every Day(TM)," is one of the world's leading marketers and producers of branded foods in ketchup, condiments, sauces, meals, soups, seafood, snacks, and infant foods. Heinz satisfies hungry consumers in every outlet, from supermarkets to restaurants to convenience stores and kiosks. Heinz is a global family of leading brands, including Heinz(R) Ketchup, sauces, soups, beans, pasta and infant foods (representing nearly one-third of total sales or close to \$3 billion), HP(R) and Lea & Perrins(R), Ore-Ida(R) french fries and roasted potatoes, Boston Market(R) and Smart Ones(R) meals, and Plasmon(R) baby food. Heinz's 50 companies have number-one or number-two brands in 200 countries, showcased by Heinz(R) Ketchup, The World's Favorite Ketchup(TM). Information on Heinz is available at www.heinz.com/news.
