HAIN CELESTIAL GROUP INC

Form 4

November 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issu GLICKMAN DANIEL R Symbo			. Issuer Name and Ticker or Trading mbol					5. Relationship of Reporting Person(s) to Issuer			
HAIN C [HAIN]			AIN CELE AIN]	ESTL	AL GRO	UP II	NC	(Check all applicable)			
(Last)		,	3. Date of Earliest Transaction (Month/Day/Year)				X Director Officer (gives below)		6 Owner er (specify		
20 S. WACKER DRIVE			11/19/2009					001011)	001011)		
(Street) 4. If Amer			f Amendme	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mon				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
CHICAGO, IL 60606											
(City)	(State) (Zip)	Table I - N	lon-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.		4. Securi			5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution Date								Securities Form: Direct Indirect Beneficially (D) or Beneficial			
(Illstr. 5)	(Instr. 3) any (Month/Day/Year)			tr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			Beneficially (D) or Benefici Owned Indirect (I) Ownersh			
		(1.101111111111111111111111111111111111	(111	(11301. 3, 4 and 3)				Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
			Co	le V	Amount	(D)	Price	(III301. 5 und 4)			
Common Stock (1)	11/19/2009		A		4,500	A	\$ 0	10,500	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
							•	Title 1	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GLICKMAN DANIEL R 20 S. WACKER DRIVE CHICAGO, IL 60606	X						

Signatures

Daniel Glickman (by Ira J. Lamel, as attorney-in-fact)

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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