

HAIN CELESTIAL GROUP INC
 Form 4
 September 08, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HEYER ANDREW R

2. Issuer Name and Ticker or Trading Symbol
 HAIN CELESTIAL GROUP INC
 [HAIN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 425 LEXINGTON AVE 3RD
 FL, CIBC WOOD GUNDY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/04/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)		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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock ⁽¹⁾	09/04/2008		S	4,768	D	\$ 26.5 199,366	D	
Common Stock ⁽¹⁾	09/04/2008		S	200	D	\$ 26.505 199,166	D	
Common Stock ⁽¹⁾	09/04/2008		S	100	D	\$ 26.51 199,066	D	
Common Stock ⁽¹⁾	09/04/2008		S	100	D	\$ 26.5025 198,966	D	
Common Stock ⁽¹⁾	09/04/2008		S	4,600	D	\$ 26.495 194,366	D	

