HAIN CELESTIAL GROUP INC

Form 4 May 16, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

HAIN CELESTIAL GROUP INC.

Expires: 2005
Estimated average burden hours per

5. Relationship of Reporting Person(s) to

D

778,301

Issuer

Form 5 obligations may continue.

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

Symbol

response... 0.5

January 31,

See Instruction 1(b).

(Print or Type Responses)

SIMON IRWIN D

Common

Stock

1. Name and Address of Reporting Person *

			[HAIN]				(Check all applicable)			
	(First) HAIN CELESTIANC., 1111 MARC	(M AL 05	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2014				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Pres., CEO & Chairman of Bd			
LAKE SU	(Street) CCESS, NY 1104	Filed(Month/Day/Year) FSS NY 11042					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivativ	e Secu	ırities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	omr Dispo (Instr. 3,	esed of 4 and (A) or		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)	
Common Stock	05/14/2014		M	2,500	A	\$ 16.01	2,500 (1)	I	By spouse	
Common Stock	05/14/2014		S	430	D	\$ 93.1942 (2)	2,070	I	By spouse	
Common Stock							100,000	I	By trust	

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

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Dalasianahin

SEC 1474 (9-02)

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)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.01	05/14/2014		M	2,500	08/05/2006(3)	08/05/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address		Ketauonsmps					
	Director	10% Owner	Officer	Other			

SIMON IRWIN D

C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE

X Pres., CEO & Chairman of Bd

LAKE SUCCESS, NY 11042

Signatures

Irwin D. Simon 05/16/2014

**Signature of 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) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

Represents the weighted average sale price of the common stock sold by the Filer's spouse on 5/14/14. The range of stock prices was \$93.14 to \$93.26. Upon request, the Filer will provide the Commission staff, Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.

Reporting Owners 2

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(3) The option, representing a right to purchase a total of 2,500 shares, became exercisable in two equal annual installments beginning on August 5, 2005, which was the first anniversary of the date on which the option was granted.

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.