HAIN CELESTIAL GROUP INC

Form 4

February 27, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31,

0.5

Estimated average

2005

burden hours per

response...

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

Check this box

obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

(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

3. Date of Earliest Transaction

[HAIN]

02/26/2008

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

Officer (give title

(Check all applicable)

425 LEXINGTON AVE 3RD

FL, CIBC WOOD GUNDY

(State)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10017

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

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 control number.

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amour Underlying Securit

Edgar Filing: HAIN CELESTIAL GROUP INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (A) or Disp (D) (Instr. 3, 4	posed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (right to buy)(1)	\$ 20.01	02/26/2008		D		15,000	02/12/2002	02/12/2012	Common Stock	15,0
Stock Option (right to buy)(1)	\$ 22.08	02/26/2008		D		7,500	02/26/2004	02/26/2014	Common Stock	7,5
Stock Option (right to buy) (1)	\$ 18.11	02/26/2008		D		7,500	04/12/2005	04/12/2015	Common Stock	7,5
Stock Option (right to buy) (1)	\$ 22.29	02/26/2008		A	15,000		02/12/2002	02/12/2012	Common Stock	15,(
Stock Option (right to buy) (1)	\$ 22.45	02/26/2008		A	7,500		02/26/2004	02/26/2014	Common Stock	7,5
Stock Option (right to buy) (1)	\$ 19.54	02/26/2008		A	7,500		04/12/2005	04/12/2015	Common Stock	7,5

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HEYER ANDREW R 425 LEXINGTON AVE 3RD FL CIBC WOOD GUNDY NEW YORK, NY 10017	X						
Signatures							
Andrew R. Heyer (by Ira J. Lamel, attorney-in-fact)			02/27/2008				

Reporting Owners 2

Date

Edgar Filing: HAIN CELESTIAL GROUP INC - Form 4

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).
- The reporting person agreed to an amendment to the exercise price of the outstanding option to reflect a higher exercise price, in connection with the completion of a review of the issuer's stock option practices by certain independant directors of the issuer.

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.