

HAIN CELESTIAL GROUP INC
 Form 4
 November 20, 2014

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

OMB APPROVAL
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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 *
 SIMON IRWIN D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., CEO & Chairman of Bd

(Last) (First) (Middle)
 C/O THE HAIN CELESTIAL GROUP, INC., 1111 MARCUS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2014

LAKE SUCCESS, NY 11042

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) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	11/18/2014		S	20,000	D	\$ 107.8902 (1)	69,816 I By trust
Common Stock	11/18/2014		M	95,000	A	\$ 30.35	824,661 D
Common Stock	11/18/2014		S	95,000	D	\$ 107.8164 (2)	729,661 D
Common	11/19/2014		M	100,000	A	\$ 30.35	829,661 D

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Stock								
Common Stock	11/19/2014	S	100,000	D	\$ 107.2667 (3)	729,661	D	
Common Stock	11/20/2014	M	30,000	A	\$ 30.35	759,661	D	
Common Stock	11/20/2014	S	30,000	D	\$ 106.7468 (4)	729,661	D	
Common Stock						2,070	I	By spouse (6)

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.

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(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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.35	11/18/2014		M	95,000	(5) 04/01/2015	Common Stock	95,000	
Stock Option (Right to Buy)	\$ 30.35	11/19/2014		M	100,000	(5) 04/01/2015	Common Stock	100,000	
Stock Option (Right to Buy)	\$ 30.35	11/20/2014		M	30,000	(5) 04/01/2015	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SIMON IRWIN D
C/O THE HAIN CELESTIAL GROUP, INC.
1111 MARCUS AVENUE
LAKE SUCCESS, NY 11042
X Pres., CEO & Chairman of Bd

Signatures

Irwin D. Simon 11/20/2014
Signature of Date
Reporting Person

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 the weighted average sale price of the common stock sold by the trust on 11/18/2014. The range of stock prices was \$107.40 to \$108.49. Upon request, Mr. Simon 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.
(2) Represents the weighted average sale price of the common stock sold by Mr. Simon on 11/18/2014. The range of stock prices was \$107.30 to \$109.08. Upon request, Mr. Simon 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.
(3) Represents the weighted average sale price of the common stock sold by Mr. Simon on 11/19/2014. The range of stock prices was \$106.63 to \$108.36. Upon request, Mr. Simon 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.
(4) Represents the weighted average sale price of the common stock sold by Mr. Simon on 11/20/2014. The range of stock prices was \$105.86 to \$107.50. Upon request, Mr. Simon 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.
(5) The option, representing a right to purchase a total of 472,671 shares, became exercisable in four equal annual installments beginning on April 1, 2009, which was the first anniversary of the date on which the option was granted. The option expires on April 1, 2015.
(6) Mr. Simon disclaims beneficial ownership of the common stock held by his spouse, Daryl Simon.

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.