

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  
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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 \*  
 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 (D) Price			
Common Stock <sup>(1)</sup>	09/04/2008		S	4,768	D	\$ 26.5 199,366	D	
Common Stock <sup>(1)</sup>	09/04/2008		S	200	D	\$ 26.505 199,166	D	
Common Stock <sup>(1)</sup>	09/04/2008		S	100	D	\$ 26.51 199,066	D	
Common Stock <sup>(1)</sup>	09/04/2008		S	100	D	\$ 26.5025 198,966	D	
Common Stock <sup>(1)</sup>	09/04/2008		S	4,600	D	\$ 26.495 194,366	D	

