

HAIN CELESTIAL GROUP INC
Form 4
December 15, 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)
12/13/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/13/2014 | | F | 11,164 (1) D \$ 109.54 | 779,501 | D | |
| Common Stock | 12/15/2014 | | S(2) | 5,850 D \$ 110.26 | 773,651 | D | |
| Common Stock | 12/15/2014 | | S(3) | 5,850 D \$ 110.26 | 63,966 | I | By trust |
| Common Stock | | | | | 2,070 | I | By spouse (4) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | 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 12/15/2014

__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 shares withheld to pay taxes incident to the vesting of shares of restricted stock pursuant to the Restricted Stock Agreement between the Issuer and the reporting person.
The reporting person contributed HAIN common stock to an exchange fund in exchange for limited partnership units of the exchange fund. The HAIN common stock was valued at \$110.26 per share for the purpose of determining the number of limited partnership units of the exchange fund issuable to the reporting person.
 - (2) The trust contributed HAIN common stock to an exchange fund in exchange for limited partnership units of the exchange fund. The HAIN common stock was valued at \$110.26 per share for the purpose of determining the number of limited partnership units of the exchange fund issuable to the trust.
 - (3) HAIN common stock was valued at \$110.26 per share for the purpose of determining the number of limited partnership units of the exchange fund issuable to the trust.

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(4) 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.

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