

HAIN CELESTIAL GROUP INC
 Form 4
 February 01, 2008

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 *
MELTZER ROGER

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)

**80 PINE STREET, C/O CAHILL
 GORDON & REINDELL LLP**

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 20.01	01/29/2008	D		15,000		02/12/2002	02/12/2012	Common Stock	15,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 22.08	01/29/2008	D		7,500		02/26/2004	02/26/2014	Common Stock	7,500
Stock Option (Right to Buy) ⁽¹⁾	\$ 18.11	01/29/2008	D		7,500		04/11/2005	04/11/2015	Common Stock	7,500
Stock Option (Right to Buy) ⁽¹⁾	\$ 22.23	01/29/2008	A		15,000		02/12/2002	02/12/2012	Common Stock	15,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 22.39	01/29/2008	A		7,500		02/26/2004	02/26/2014	Common Stock	7,500
Stock Option (Right to Buy) ⁽¹⁾	\$ 19.48	01/29/2008	A		7,500		04/11/2005	04/11/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MELTZER ROGER 80 PINE STREET C/O CAHILL GORDON& REINDELL LLP NEW YORK, NY 10005	X			

Signatures

Roger Meltzer (by Ira J. Lamel, attorney-in-fact) 01/31/2008

__Signature of Reporting 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) 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 independent 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.

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