

SCHILIRO LEWIS

Form 4

March 05, 2012

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHILIRO LEWIS

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2012

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

C/O THE HAIN CELESTIAL  
GROUP, INC., 58 SOUTH  
SERVICE ROAD

(Street)

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

MELVILLE, NY 11747

(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)
Common Stock	03/01/2012		M	15,000	A \$ 22.65	33,000	D
Common Stock	03/01/2012		S	15,000	D \$ 41.6042 (1)	18,000	D
Common Stock	03/01/2012		M	5,000	A \$ 22.08	23,000	D
Common Stock	03/01/2012		S	5,000	D \$ 41.6042	18,000	D

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Common Stock	03/02/2012	M	3,000	A	<sup>(2)</sup> \$ 22.08	21,000	D
Common Stock	03/02/2012	S	3,000	D	<sup>(3)</sup> \$ 41.2486	18,000	D
Common Stock	03/02/2012	M	7,500	A	\$ 19.48	25,500	D
Common Stock	03/02/2012	S	7,500	D	<sup>(4)</sup> \$ 41.2486	18,000	D

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 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)	\$ 22.65	03/01/2012		M	15,000	02/26/2004 02/26/2014	Common Stock 15,000
Stock Option (Right to Buy)	\$ 22.08	03/01/2012		M	5,000	02/26/2004 02/26/2014	Common Stock 5,000
Stock Option (Right to Buy)	\$ 22.08	03/02/2012		M	3,000	02/26/2004 02/26/2014	Common Stock 3,000
Stock Option (Right to Buy)	\$ 19.48	03/02/2012		M	7,500	04/12/2005 04/12/2015	Common Stock 7,500

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
SCHILIRO LEWIS C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747	X

## Signatures

Lewis Schiliro (by Ira J. Lamel, as Attorney in Fact)	03/05/2012
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\_\_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).
  - Represents the weighted average sale price of the 20,000 shares of common stock sold by the Filer on 03/01/2012. The range of stock prices was \$41.37 to \$41.99. Upon request, the Filer 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.
  - (1)
  - Represents the weighted average sale price of the 20,000 shares of common stock sold by the Filer on 03/01/2012. The range of stock prices was \$41.37 to \$41.99. Upon request, the Filer 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 10,500 shares of common stock sold by the Filer on 03/02/2012. The range of stock prices was \$41.00 to \$41.42. Upon request, the Filer 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 10,500 shares of common stock sold by the Filer on 03/02/2012. The range of stock prices was \$41.00 to \$41.42. Upon request, the Filer 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)

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.