

HAIN CELESTIAL GROUP INC

Form 4

February 27, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll John

(Last) (First) (Middle)

C/O THE HAIN CELESTIAL
GROUP, INC., 1111 MARCUS
AVENUE

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	02/25/2015		M	22,882	A \$ 9.1	146,590	D
Common Stock	02/25/2015		M	77,118	A \$ 5.88	223,708	D
Common Stock	02/25/2015		S	100,000	D \$ (3) 62.1744	123,708	D

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.1	02/25/2015		M	22,882	<u>(1)</u> 11/19/2016	Common Stock	22,882
Stock Option (Right to Buy)	\$ 5.88	02/25/2015		M	77,118	<u>(2)</u> 03/11/2016	Common Stock	77,118

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll John C/O THE HAIN CELESTIAL GROUP, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042			Executive Vice President	

Signatures

John Carroll 02/27/2015

**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).

The option, representing a right to purchase a total of 45,764 shares (adjusted to reflect the Issuer's two-for-one stock split of common stock on December 29, 2014), became exercisable in four equal annual installments beginning on November 19, 2010, which was the first anniversary of the date on which the option was granted.

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- The option, representing a right to purchase a total of 552,486 shares (adjusted to reflect the Issuer's two-for-one stock split of common stock on December 29, 2014), became exercisable in four equal annual installments beginning on March 11, 2010, which was the first anniversary of the date on which the option was granted.
- (2)

- Represents the weighted average sale price of the common stock sold by the filer on 02/25/2015. The range of stock prices was \$62.00 to \$62.57. Upon request, the filer will provide the Commission staff, the Issuer or a security holder of the Issuer with information regarding the number of shares sold at each separate price.
- (3)

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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