

HAIN CELESTIAL GROUP INC  
Form 4  
March 04, 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 \*  
SPEILLER MICHAEL J

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)  
02/28/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Chief Accounting Officer

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

(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

LAKE SUCCESS, NY 11042

(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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/28/2014		M		6,555	A	\$ 11.76	24,817	D	Indirect Beneficial Ownership
Common Stock	02/28/2014		S		6,555	D	\$ 89.9326 <u>(1)</u>	18,262	D	Indirect Beneficial Ownership
Common Stock	03/04/2014		M		3,445	A	\$ 11.76	21,707	D	Indirect Beneficial Ownership
Common Stock	03/04/2014		S		3,445	D	\$ 91.4065	18,262	D	Indirect Beneficial Ownership

(2)

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)	\$ 11.76	02/28/2014		M	6,555	<sup>(3)</sup> 03/11/2016	Common Stock	6,555
Stock Option (Right to Buy)	\$ 11.76	03/04/2014		M	3,445	<sup>(3)</sup> 03/11/2016	Common Stock	3,445

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SPEILLER MICHAEL J  
C/O THE HAIN CELESTIAL GROUP, INC.  
1111 MARCUS AVENUE  
LAKE SUCCESS, NY 11042

SVP & Chief Accounting Officer

## Signatures

Michael J. Speiller                      03/04/2014

\*\*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 common stock sold by the Filer on 2/28/14. The range of stock prices was \$89.75 to

(1) \$90.09. 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.

Represents the weighted average sale price of the common stock sold by the Filer on 3/4/14. The range of stock prices was \$91.14 to

(2) \$91.59. 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) The option, representing a right to purchase a total of 18,149 shares, 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.

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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