

HAIN CELESTIAL GROUP INC
 Form 4
 January 31, 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 *
HAIN MARINA

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)
4600 SLEEPYTIME DR
 (Street)
BOULDER, CO 80301
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2008

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

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

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.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 |
| HAHN MARINA 4600 SLEEPYTIME DR BOULDER, CO 80301 | | X | | |

Signatures

Marina Hahn (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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