FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Mumber: 3235-0287         Check this box if no longer section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       OMB areas Sectimated average Database of the Securities Exchange Act of 1934, obligations may continue. Sec Instruction 1(b).       The United average Database of the Securities Exchange Act of 1934, obligations may continue. Sectimated average Database of the United United Automation 1(b).       The United Automation Section 17(a) of the Public Utility Holding Company Act of 1940)       Sectimated average Database of the Securities Exchange Act of 1934, obligations are continue. Sectimated average Database of the Dublic Utility Holding Company Act of 1940)       Sectimated average Database of the Dublic Utility Holding Company Act of 1940)         (Print or Type Responses)       1. Name and Address of Reporting Person 1/2 (a) of the Public Utility Holding Company Act of 1940)       Sectimated average Database of the Dublic Utility Holding Company Act of 1940)         (Last)       (First)       (Middle)       0. Date of Earliest Transaction (Month/Day/Year)       Seclationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director Director (Month/Day/Year)       Director Director Director Corp., 7.67 FIFTH AVE, SUITE         (CO       (Steet)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) Director Director Corp., 7.67 FIFTH AVE, SUITE       Securities Acquired A	HAIN CEL Form 4 May 27, 20	ESTIAL GROUP	INC	-						
Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       1935 or Section 1935 or Section 1940 1(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF					N OMB Number: Expires: Estimated burden hou	3235-0287 January 31, 2005 average urs per			
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         C/O ICAHN ASSOCIATES       05/25/2010       05/25/2010       0fficer (give tile below)	Form 5 obligation may corn <i>See</i> Instru- 1(b).	Filed pur ons ntinue. ruction	(a) of the l	Public U	Itility Hol	ding Cor	npany Act	of 1935 or Secti	,	. 0.5
ICAHN CARL C Symbol HAIN CELESTIAL GROUP INC (HAIN) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) O5/25/2010  CO ICAHN ASSOCIATES O5/25/2010  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) 2. Transaction Date 2. Transaction Date 3. A Securities Correct Applicable Line) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) CO is Code V Amount (A) Correct (A) Code V Amount (B) Price (A) Code V Amoun		-								
C/O ICAHN ASSOCIATES CORP., 767 FIFTH AVE., SUITE       (Month/Day/Year) 05/25/2010       Officer (give titleOther (specify below)         4700       (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 Form filed by More than One Reporting Person S			Person *	Symbol HAIN	CELESTI		-	Issuer		
Filed(Month/Day/Year)       Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       Securities       S. Amount of Security (Instr. 3)       6. Ownership Form: Direct       7. Nature of Indirect         1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2.A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Transaction-Acquired (A) or Code       5. Amount of Beneficially (Instr. 3, 4 and 5)       6. Ownership Form: Direct (D) or Indirect       7. Nature of Form: Direct (D) or Indirect         (A)       (Month/Day/Year)       (Month/Day/Year)       6. Ownership (Instr. 4)       7. Nature of Code         (A)       (Instr. 3, 4 and 5)       Owned (I)       (Instr. 4)       (Instr. 4)         (A)       or Code       (A)       or Code       (Instr. 3, 4 and 5)       (Instr. 3 and 4)	C/O ICAH CORP., 76	N ASSOCIATES		(Month/	Day/Year)	ransaction		Officer (gi	ve title Oth	
NEW YORK, NY 10133       Zimp       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.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0. Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership Following         (A)       or Code       or Code       (Instr. 3, 4 and 5)       Owned       (I)       Ownership (Instr. 4)         (A)       or Code       Or Amount       (D)       Price						-	1	Applicable Line)	One Reporting Pe	erson
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect0. (Instr. 3)0. (Instr. 3, 4 and 5)0. (Instr. 3, 4 and 5)0. (Instr. 4)6. Ownership Form: Direct7. Nature of Indirect0. (Instr. 4)0. (Instr. 3, 4 and 5)0. (Instr. 4)0. (Instr. 3)0. (Instr. 3 and 4)0. (Instr. 3 and 4)0. (Instr. 3 and 4)	NEW YOR	RK, NY 10153							y More than One R	keporung
Security (Instr. 3)(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionAcquired (A) or CodeSecurities Disposed of (D)Form: DirectIndirect Beneficial (D) or Indirect(Instr. 3)(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned(I)Ownership Following (Instr. 4)(A) or Code Vor Amount(A) or (Instr. 3 and 4)(Instr. 4)(Instr. 4)	(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
Code V Amount (D) Price	Security		Execution any	Date, if	Transactio Code (Instr. 8)	nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
	Reminder: Re	port on a separate line	e for each cl	ass of sec						

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.

 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. Transa Code (Instr.		5. Number of pDerivative Securities Acquired (A) Disposed of ( (Instr. 3, 4, at 5)	) or (D)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	ecuritie
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Call option ("right to purchase")	\$ 11.7	05/25/2010		Р		200,000		(8)	05/07/2012	Common stock	200,0
Put option ("obligation to purchase")	\$ 11.7	05/25/2010		Р		200,000		<u>(8)</u>	05/07/2012	Common stock	200,0
Call option	\$ 11.7	05/27/2010		Р		43,273		<u>(8)</u>	05/07/2012	Common stock	43,2
Put option	\$ 11.7	05/27/2010		Р		43,273		(8)	05/07/2012	Common stock	43,2

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		Х					
BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		Х					
BECKTON CORP 445 HAMILTON AVENUE SUITE 1210		Х					

WHITE PLAINS, NY 10601	
ICAHN ENTERPRISES G.P. INC. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
ICAHN ENTERPRISES HOLDINGS L.P. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
ICAHN CAPITAL LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
Hopper Investments LLC 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
ICAHN OFFSHORE LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
ICAHN ONSHORE LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Х
Signatures	
CARL C. ICAHN	05/27/2010
**Signature of Reporting Person	Date
BARBERRY CORP.	05/27/2010
<u>**</u> Signature of Reporting Person	Date
HIGH RIVER LIMITED PARTNERSHIP	05/27/2010
**Signature of Reporting Person	Date
ICAHN ENTERPRISES HOLDINGS L.P.	05/27/2010
**Signature of Reporting Person	Date
BECKTON CORP.	05/27/2010
**Signature of Reporting Person	Date
ICAHN ENTERPRISES G.P. INC.	05/27/2010

**Signature of Reporting Person	Date
HOPPER INVESTMENTS LLC	05/27/2010
**Signature of Reporting Person	Date
ICAHN OFFSHORE LP	05/27/2010
**Signature of Reporting Person	Date
ICAHN ONSHORE LP	05/27/2010
**Signature of Reporting Person	Date
ICAHN CAPITAL LP	05/27/2010
**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).

High River Limited Partnership ("High River") directly beneficially owns 1,130,164 Shares (including Call Options (as defined below), Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,645,815 Shares (including Call Options), Icahn Partners Master Fund

LP ("Icahn Master") directly beneficially owns 1,939,644 Shares (including Call Options), Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 679,014 Shares (including Call Options), and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 256,182 Shares (including Call Options).

Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"),

(2) which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Honner, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Pule 13d 3 under the Act) the

(3) Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares (including Options) which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares (including Options) except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares (including Options) which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares (including Options) except to the extent of their pecuniary interest therein.

Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares (including Options) which each of Icahn

- (5) Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares (including Options)except to the extent of their pecuniary interest therein.
- High River directly beneficially owns 405,046 call options (the "Call Options"), Icahn Partners directly beneficially owns 589,852 Call
  (6) Options, Icahn Master directly beneficially owns 695,159 Call Options, Icahn Master II directly beneficially owns 243,356 Call Options, and Icahn Master III directly beneficially owns 91,815 Call Options.

High River directly wrote 405,046 European-style put options (the "Put Options," and together with the Call Options, the "Options"),
(7) Icahn Partners directly wrote 589,852 Put Options, Icahn Master directly wrote 695,159 Put Options, Icahn Master II directly wrote 243,356 Put Options, and Icahn Master III directly wrote 91,815 Put Options.

The Call Options reference an aggregate of 2,025,228 shares of common stock of The Hain Celestial Group Inc. and have an exercise price of \$11.70, and expire on May 7, 2012. The Put Options have an exercise price of \$11.70, reference an aggregate of 2,025,228 underlying Shares and expire on May 7, 2012. The Put Options provide that they settle in cash.

(9) Please reference the Form 4 filing dated May 27, 2010, filed separately by certain other related Reporting Persons.

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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