

HAIN CELESTIAL GROUP INC  
 Form 4  
 August 11, 2010

**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 \*  
 ICAHN CARL C

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)  
 C/O ICAHN ASSOCIATES  
 CORP., 767 FIFTH AVE., SUITE  
 4700

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/10/2010

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

(Street)  
 NEW YORK, NY 10153

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ("Common Shares")	08/10/2010		X		2,025,228	A	⑨
					5,650,819	I	

please see footnotes (1) (2) (3) (4) (5) (6) (7) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Call option ("right to purchase")	\$ 11.7	08/10/2010		X	2,025,228		(8)	05/07/2012	Common Stock	2,025,228
Put option ("obligation to purchase")	\$ 11.7	08/10/2010		X	2,025,228		(8)	05/07/2012	Common Stock	2,025,228

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001		X		
ICAHN PARTNERS MASTER FUND II L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001		X		



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- (5) 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 which each of Icahn 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 except to the extent of their pecuniary interest therein.

- (6) High River directly beneficially owned 405,046 call options (the "Call Options"), Icahn Partners directly beneficially owned 589,852 Call Options, Icahn Master directly beneficially owned 695,159 Call Options, Icahn Master II directly beneficially owned 243,356 Call Options, and Icahn Master III directly beneficially owned 91,815 Call Options. On August 10, 2010, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 405,046 Shares, 589,852 Shares, 695,159 Shares, 243,356 Shares, 91,815 Shares, respectively.

- (7) High River directly wrote 405,046 European-style put options (the "Put Options"), 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. On August 10, 2010, upon exercise of the Call Options, all of the Put Options terminated.

- (8) The options were exercisable starting on various dates ranging from May 7, 2010 to May 25, 2010.

- (9) The exercise price upon exercise of the call option was \$11.70. In addition, the premium paid for the call option was \$8.77.

- (10) Please reference the Form 4 filing dated August 11, 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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