

HAIN CELESTIAL GROUP INC  
 Form 4  
 May 20, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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)  
 05/18/2010

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 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  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

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| 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) |                 |              |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount Number of Shares |
| Call option ("right to purchase")          | \$ 11.7  | 05/18/2010                           |  | P                              |   | 69,475   |     | (8)   | 05/07/2012      | Common Stock | 69,475                  |
| Put option ("obligation to purchase")      | \$ 11.7  | 05/18/2010                           |  | P                              |   | 69,475   |     | (8)   | 05/07/2012      | Common Stock | 69,475                  |
| Call option                                | \$ 11.7  | 05/20/2010                           |  | P                              |   | 179,035  |     | (8)   | 05/07/2012      | Common Stock | 179,035                 |
| Put option                                 | \$ 11.7  | 05/20/2010                           |  | P                              |   | 179,035  |     | (8)   | 05/07/2012      | Common Stock | 179,035                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ICAHN CARL C<br>C/O ICAHN ASSOCIATES CORP.<br>767 FIFTH AVE., SUITE 4700<br>NEW YORK, NY 10153 |               | X         |         |       |
| ICAHN PARTNERS LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601               |               | X         |         |       |
|  |               | X         |         |       |

ICAHN PARTNERS MASTER FUND LP  
C/O WALKER HOUSE  
87 MARY STREET  
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

ICAHN PARTNERS MASTER FUND II L.P.  
C/O WALKER HOUSE  
87 MARY STREET  
GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

X

ICAHN PARTNERS MASTER FUND III L.P.  
C/O WALKER HOUSE  
87 MARY STREET  
GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

X

IPH GP LLC  
445 HAMILTON AVENUE  
SUITE 1210  
WHITE PLAINS, NY 10601

X

## Signatures

CARL C. ICAHN 05/20/2010

--Signature of Reporting Person Date

ICAHN PARTNERS LP 05/20/2010

--Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND LP 05/20/2010

--Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND II LP 05/20/2010

--Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND III LP 05/20/2010

--Signature of Reporting Person Date

IPH GP LLC 05/20/2010

--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 1,022,745 Shares (including Call Options (as defined below), Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,489,385 Shares (including Call Options), Icahn Partners Master Fund
- (1) LP ("Icahn Master") directly beneficially owns 1,755,287 Shares (including Call Options), Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 614,475 Shares (including Call Options), and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 231,833 Shares (including Call Options).
- (2) 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"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP

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("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

(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.

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.

(4)

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 297,627 call options (the "Call Options"), Icahn Partners directly beneficially owns 433,422 Call Options, Icahn Master directly beneficially owns 510,802 Call Options, Icahn Master II directly beneficially owns 178,817 Call Options, and Icahn Master III directly beneficially owns 67,466 Call Options.

(6)

High River directly wrote 297,627 European-style put options (the "Put Options," and together with the Call Options, the "Options"), Icahn Partners directly wrote 433,422 Put Options, Icahn Master directly wrote 510,802 Put Options, Icahn Master II directly wrote 178,817 Put Options, and Icahn Master III directly wrote 67,466 Put Options.

(7)

The Call Options reference an aggregate of 1,488,134 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 1,488,134 underlying Shares and expire on May 7, 2012. The Put Options provide that they settle in cash.

(8)

(9) Please reference the Form 4 filing dated May 20, 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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