

HAIN CELESTIAL GROUP INC
 Form 4
 May 21, 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/21/2010

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

C/O ICAHN ASSOCIATES
 CORP., 767 FIFTH AVE., SUITE
 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
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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) | 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)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Call option ("right to purchase") | \$ 11.7 | 05/21/2010 | | P | 293,821 | (8) 05/07/2012 | Common stock | 293,821 | |
| Put option ("obligation to purchase") | \$ 11.7 | 05/21/2010 | | P | 293,821 | (8) 05/07/2012 | Common stock | 293,821 | |

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 | | |
| BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| ICAHN ENTERPRISES HOLDINGS L.P. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| BECKTON CORP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | | X | | |
| | | X | | |

ICAHN ENTERPRISES G.P. INC.
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

Hopper Investments LLC
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN OFFSHORE LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN ONSHORE LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

ICAHN CAPITAL LP
 445 HAMILTON AVENUE
 SUITE 1210
 WHITE PLAINS, NY 10601

X

Signatures

CARL C. ICAHN 05/21/2010
 **Signature of Reporting Person Date

BARBERRY CORP. 05/21/2010
 **Signature of Reporting Person Date

HIGH RIVER LIMITED 05/21/2010
 PARTNERSHIP
 **Signature of Reporting Person Date

ICAHN ENTERPRISES 05/21/2010
 HOLDINGS L.P.
 **Signature of Reporting Person Date

BECKTON CORP. 05/21/2010
 **Signature of Reporting Person Date

ICAHN ENTERPRISES G.P. INC. 05/21/2010
 **Signature of Reporting Person Date

HOPPER INVESTMENTS LLC 05/21/2010
 **Signature of Reporting Person Date

ICAHN OFFSHORE LP 05/21/2010
 **Signature of Reporting Person Date

ICAHN ONSHORE LP 05/21/2010
 **Signature of Reporting Person Date

ICAHN CAPITAL LP

05/21/2010

__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 1,081,509 Shares (including Call Options (as defined below), Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,574,961 Shares (including Call Options), Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 1,856,141 Shares (including Call Options), Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 649,782 Shares (including Call Options), and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 245,153 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"), 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 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.

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 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 356,391 call options (the "Call Options"), Icahn Partners directly beneficially owns 518,998 Call Options, Icahn Master directly beneficially owns 611,656 Call Options, Icahn Master II directly beneficially owns 214,124 Call Options, and Icahn Master III directly beneficially owns 80,786 Call Options.

High River directly wrote 356,391 European-style put options (the "Put Options," and together with the Call Options, the "Options"), Icahn Partners directly wrote 518,998 Put Options, Icahn Master directly wrote 611,656 Put Options, Icahn Master II directly wrote 214,124 Put Options, and Icahn Master III directly wrote 80,786 Put Options.

The Call Options reference an aggregate of 1,781,955 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 1,781,955 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 21, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.