## Edgar Filing: ZILAVY LAWRENCE S - Form 4

ZILAVY LA Form 4 March 13, 20												
FORM	4 UNITE	D STATES					NGE (	COMMISSION		PPROVAL 3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STAT</b> 5. Filed p s Section 1	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 20(b) of the Investment Company Act of 1040								January 31, 2005 average irs per 0.5		
(Print or Type R	esponses)											
ZILAVY LAWRENCE S Sy				2. Issuer Name <b>and</b> Ticker or Trading Symbol HAIN CELESTIAL GROUP INC [HAIN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo				3. Date of Earliest Transaction (Month/Day/Year) 03/11/2009				X_ Director10% Owner Officer (give titleOther (specify below) below)				
(Street) 4. If Amendment, I Filed(Month/Day/Ye					ay/Year) Applicable Line) _X_ Form filed b				Joint/Group Filing(Check			
MELVILLE	, NY 11747							Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executio any	emed on Date, if Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) o l of (D	)	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 Beneficial Ownership (Instr. 4)		
Common Stock $(1)$	03/11/2009			А	3,500	А	\$0	6,000	D			

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.

 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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
ZILAVY LAWRENCE S C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747	Х					
Signatures						
Lawrence S. Zilavy (by Ira J. Lamel, attorney-in-fact)		03/13/20	09			
**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) Represents a grant of restricted shares of the Issuer's Common Stock, which will vest in 3 equal amounts on March 11, 2010, 2011 and 2012.

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.