

FALTISCHEK DENISE M
Form 4
September 29, 2011

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 *
FALTISCHEK DENISE M

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)
09/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

C/O THE HAIN CELESTIAL GROUP, INC., 58 SOUTH SERVICE ROAD

(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

MELVILLE, NY 11747

(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		
Common Stock ⁽¹⁾	09/27/2011		A	975	\$ 0	D	
Common Stock ⁽²⁾	09/27/2011		F	353	\$ 30.99	D	

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALTISCHEK DENISE M C/O THE HAIN CELESTIAL GROUP, INC. 58 SOUTH SERVICE ROAD MELVILLE, NY 11747			SVP & General Counsel	

Signatures

Denise M. 09/29/2011
Faltischek

**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 fully vested shares of the Issuer's common stock granted in partial settlement of the Issuer's 2010-2011 Long Term Incentive Plan.
- (2) Represents shares withheld to pay taxes incident to the grant of fully vested shares of common stock.

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. 00000; border-bottom:0.5pt solid #000000" valign=bottom width=311.333 colspan=2>

Fair value of derivatives

Total

Less than 1 year

	1 to 5 years	More than 5 years	Total assets	Total liabilities
Fixed-rate receiver / floating-rate payer swaps	616.5	616.5	-	-
	0.8	-	-	-
Floating-rate receiver / fixed-rate payer swaps	429.0	332.7	44.7	51.6
	2.5	13.8	-	-
Floating-rate receiver / floating-rate payer swaps	-	-	-	-
	-	-	-	-
Explanation of Responses:				3

	-
Total firm financial instruments	
	1,045.5
	949.2
	44.7
	51.6
	3.3
	13.8
Purchases of caps	
	122.5
	-
	122.5
	-
	-
	-
Sales of caps	
	-
	-
	-
	-
	-
	-
	-
Sales of swaptions	
	-
	-
	-
Explanation of Responses:	4

	-
	-
	-
Total optional financial instruments	
	122.5
	-
	122.5
	-
	-
	-
TOTAL INTEREST-RATE DERIVATIVES NOT QUALIFYING FOR HEDGE ACCOUNTING	
	1,168.0
	949.2
	167.2
	51.6
	3.3
	13.8

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Veolia Environnement – Consolidated Financial Statements for the year ended December 31, 2012

The variation in the portfolio of interest rate derivatives not qualifying for hedge accounting between 2012 and 2011 is mainly due to:

-

The early termination of the majority of the options portfolio held by Veolia Environnement SA and certain swaps not qualified as hedges, in the total amount of €1,420 million;

-

Expiry at maturity of short-term financial instruments hedging cash investments of approximately €1,800 million;

-

The set-up of new transactions in the amount of €878 million and primarily short-term swaps hedging cash investments in the amount of €830 million.

Recap: the breakdown as of **December 31, 2011 and 2010** is as follows:

<i>(€million)</i>	Notional amount as of December 31, 2011				Fair value of derivatives	
	Total	Less than 1 year	1 to 5 years	More than 5 years	Total assets	Total liabilities
Fixed-rate receiver / floating-rate payer swaps	246.0	209.6	36.4	-	0.9	-
Floating-rate receiver / fixed-rate payer swaps	1,743.9	1,593.5	97.5	52.9	2.1	11.0
Floating-rate receiver / floating-rate payer swaps	250.0	-	250.0	-	1.7	-
Total firm financial instruments	2,239.9	1,803.1	383.9	52.9	4.7	11.0
Purchases of vanilla and structured caps	1,290.2	300.0	990.2	-	0.4	10.5
Sales of caps	-	-	-	-	-	-
Sales of swaptions	-	-	-	-	-	-
Total optional financial instruments	1,290.2	300.0	990.2	-	0.4	10.5
TOTAL INTEREST-RATE DERIVATIVES NOT QUALIFYING FOR HEDGE ACCOUNTING	3,530.1	2,103.1	1,374.1	52.9	5.1	21.5

<i>(€million)</i>	Notional amount as of December 31, 2010				Fair value of derivatives	
	Total	Less than 1 year	1 to 5 years	More than 5 years	Total assets	Total liabilities

Explanation of Responses:

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Fixed-rate receiver / floating-rate payer swaps	358.6	293.7	56.9	8.0	2.5	-
Floating-rate receiver / fixed-rate payer swaps	431.7	247.7	128.1	55.9	-	10.7
Floating-rate receiver / floating-rate payer swaps	250.0	-	250.0	-	-	3.3
Total firm financial instruments	1,040.3	541.4	435.0	63.9	2.5	14.0
Purchases of vanilla and structured caps	952.4	30.0	722.4	200.0	-	9.3
Sales of caps	-	-	-	-	-	-
Sales of swaptions	-	-	-	-	-	-
Total optional financial instruments	952.4	30.0	722.4	200.0	-	9.3
TOTAL INTEREST-RATE DERIVATIVES NOT QUALIFYING FOR HEDGE ACCOUNTING	1,992.7	571.4	1,157.4	263.9	2.5	23.3

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Veolia Environnement – Consolidated Financial Statements for the year ended December 31, 2012

28.2 Foreign currency derivatives

The fair value of foreign currency derivatives recognized in the Consolidated Statement of Financial Position breaks down as follows:

<i>(€ million)</i>	Note	As of December 31, 2012		As of December 31, 2011		As of December 31, 2010	
		Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
FOREIGN CURRENCY DERIVATIVES		44.9	112.5	38.4	118.9	32.4	126.0
Net investment hedges	28.2.1	4.3	21.4	11.6	30.1	3.6	49.6
Fair value hedges	28.2.2	3.7	3.5	6.0	11.9	2.6	1.0
Cash flow hedges	28.2.3	3.3	1.8	2.3	4.7	9.6	1.3
Derivatives not qualifying for hedge accounting	28.2.4	33.6	44.7	18.5	47.9	16.6	47.6
Embedded derivatives		-	41.1	-	24.3	-	26.5

28.2.1 Hedge of a net investment in a foreign operation

Financial instruments designated as net investment hedges break down as follows:

<i>(€ million)</i>	Financial instrument	Notional amount as of December 31, 2012				Fair value	
		by currency and maturity				of derivatives	
	Currency	Amount	Less than 1 year	1 to 5 years	More than 5 years	Total assets	Total liabilities
	CZK	200.5	200.5	-	-	0.4	-
	SEK	63.1	63.1	-	-	-	0.2
	HKD	255.3	255.3	-	-		
	Currency payer swaps						