Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2B. Transaction Code (Instr. 8)</th>
<th>3. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>4. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01 per share(1)</td>
<td>12/23/2005</td>
<td>S</td>
<td>6,090,351</td>
<td>D</td>
<td>$20(2)</td>
<td>0</td>
<td>through subsidiaries</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

1. Name and Address of Reporting Person

**HEINZ H J CO**

(Last) (First) (Middle)

P O BOX 57

(P) (Street)

PITTSBURGH PA 15230

(City) (State) (Zip)

Heinz Management, L.L.C

(Last) (First) (Middle)

357 SIXTH AVENUE

(P) (Street)

PITTSBURGH PA 15222

(City) (State) (Zip)

H. J. Heinz Company, L.P.

(Last) (First) (Middle)

357 SIXTH AVENUE

(P) (Street)
<table>
<thead>
<tr>
<th>(City)</th>
<th>(State)</th>
<th>(Zip)</th>
</tr>
</thead>
<tbody>
<tr>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15222</td>
</tr>
</tbody>
</table>

1. Name and Address of Reporting Person

**HJH One, L.L.C.**

(First) (Middle) (Last)

2541 N. STOKESBERRY PLACE, STE 100

<table>
<thead>
<tr>
<th>(Street)</th>
<th>(City)</th>
<th>(State)</th>
<th>(Zip)</th>
</tr>
</thead>
<tbody>
<tr>
<td>MERIDIAN</td>
<td>ID 83642</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Please see attached Joint Filer Information. The Reporting Person is filing solely in its capacity as indirect beneficial owner of securities held by one of its subsidiaries.
2. This figure reflects the public offering price.

/s/ Theodore N. Bobby,
Authorized Signatory for H. J.
Heinz Company

12/23/2005

**Signature of Reporting Person** **Date**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.
This statement on Form 4 is filed by H. J. Heinz Company, H. J. Heinz Company, L.P., Heinz Management, L.L.C. and HJH One, L.L.C. The principal business address for H. J. Heinz Company is P.O. Box 57, Pittsburgh, PA 15230. The principal business address for H. J. Heinz Company, L.P. and Heinz Management, L.L.C. is 357 Sixth Avenue, Pittsburgh, PA 15222. The principal business address of HJH One, L.L.C. is 2541 N. Stokesberry Place, STE 100, Meridian, ID 83642.

Designated Filer: H. J. Heinz Company  
Issuer and Ticker Symbol: The Hain Celestial Group, Inc. (“HAIN”)  
Date of Event Requiring Statement: 12/23/2005

H. J. HEINZ COMPANY

By: /s/ Theodore N. Bobby
Name: Theodore N. Bobby  
Title: Authorized Signatory

H. J. HEINZ COMPANY, L.P.

By: Heinz Management, L.L.C, its General Partner

By: /s/ Leonard A. Cullo, Jr.
Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory

HEINZ MANAGEMENT, L.L.C.

By: /s/ Leonard A. Cullo, Jr.
Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory

HJH ONE, L.L.C.

By: /s/ Leonard A. Cullo, Jr.
Name: Leonard A. Cullo, Jr.  
Title: Authorized Signatory