# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

# **SCHEDULE 13G** (RULE 13D-102)

# **INFORMATION STATEMENT PURSUANT TO RULE 13D-1 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

# The Hain Celestial Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

405217100

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

⊠ Rule 13d-1(b)

 $\Box$  Rule 13d-1(c)

□ Rule 13d-1(d)

CUSIP No. 40521	17100		Page 1 of 11 Pages
1) Names of Re IRS Identific		g Persons No. Of Above Persons	
	e PN -1435	C Financial Services Group, Inc. 979	
a) □ b) □		ate Box if a Member of a Group (See Instructions)	
3) SEC USE O	NLY		
4) Citizenship c	or Plac	e of Organization	
Per	nnsyl	vania	
	5)		
		2,056,768	
Number of Shares	6)	Shared Voting Power	
Beneficially Owned By		-0-	
Each Reporting	7)	Sole Dispositive Power	
Person With		2,281,518	
	8)	Shared Dispositive Power	
		1,000	
9) Aggregate A	mount	Beneficially Owned by Each Reporting Person	
2,3	05,30	8	
10) Check if the	Aggre	gate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of Cl	lass Re	presented by Amount in Row (9)	
6.1	9		
12) Type of Repo	orting	Person (See Instructions)	
HC	2		

CUSIP No. 40521	7100	Page 2 of 11 Pages
1) Names of Re IRS Identific	porting Persons ation No. Of Above Persons	
PN	C Bancorp, Inc.	
	0326854	
2) Check the Ag a) □ b) □	ppropriate Box if a Member of a Group (See Instructions)	
3) SEC USE O	NLY	
4) Citizenship o	r Place of Organization	
De	laware	
	5) Sole Voting Power	
	2,056,768	
Number of Shares	6) Shared Voting Power	
Beneficially Owned By	-0-	
Each Reporting	7) Sole Dispositive Power	
Person With	2,281,518	
	8) Shared Dispositive Power	
	1,000	
9) Aggregate A	mount Beneficially Owned by Each Reporting Person	
2,3	05,368	
10) Check if the	Aggregate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of C	ass Represented by Amount in Row (9)	
6.1	9	
12) Type of Rep	orting Person (See Instructions)	
НС		

CUSIP No. 40521	7100		Page 3 of 11 Pages
1) Names of Re IRS Identific		g Persons Jo. Of Above Persons	
PN	СВа	nk, National Association	
	1146		
a) □ b) □		ate Box if a Member of a Group (See Instructions)	
3) SEC USE ON	NLY		
4) Citizenship o	r Place	e of Organization	
Un	ited S	tates	
		Sole Voting Power	
		24,350	
Number of Shares	6)	Shared Voting Power	
Beneficially Owned By		-0-	
Each Reporting	7)	Sole Dispositive Power	
Person With		23,350	
	8)	Shared Dispositive Power	
		1,000	
9) Aggregate An	mount	Beneficially Owned by Each Reporting Person	
24,	350		
,		gate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of Cl	ass Re	presented by Amount in Row (9)	
0.0	6		
12) Type of Repo	orting	Person (See Instructions)	
BK			

1) Names of Reporting Persons IRS Identification No. Of Above Persons         BlackRock Advisors, Inc. 23-2784752         2) Check the Appropriate Box if a Member of a Group (See Instructions) a) []         a) []         b) []         3) SEC USE ONLY         4) Citizenship or Place of Organization         Delaware         5) Sole Voting Power         2,032,418         6) Shared Voting Power         2,032,418         6) Shared Voting Power         2,032,418         6) Shared Voting Power         9         Each Reporting Person With         2,258,168         8) Shared Dispositive Power         -0-         9) Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018         10) Check if the Aggregate Amount in Row (9)         6,13	CUSIP No. 40521	17100	Page 4 of 11 Pages
23-2784752         2) Check the Appropriate Box if a Member of a Group (See Instructions)			
23-2784752         2) Check the Appropriate Box if a Member of a Group (See Instructions)	Bla	ackRock Advisors. Inc.	
a)       a)         3)       SEC USE ONLY         4)       Citizenship or Place of Organization         Delaware         5)       Sole Voting Power         2,032,418         Number of Shares       6)         Beneficially Owned By Each       -0-         2,232,418         0       Shared Voting Power         9       2,258,168         8)       Shared Dispositive Power         -0-       -0-         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018       -0-         10)       Check if the Aggregate Amount in Row (9)			
3) SEC USE ONLY         4) Citizenship or Place of Organization         Delaware         5) Sole Voting Power         2,032,418         Number of Shares         Beneficially         0         Shares         Beneficially         00         Person         Vith         0         Shared Dispositive Power         -0-         Vith         2,258,168         8) Shared Dispositive Power         -0-         -0-         9) Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018         10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions         11) Percent of Class Represented by Amount in Row (9)	a) 🗆	ppropriate Box if a Member of a Group (See Instructions)	
Delaware         5)       Sole Voting Power         2,032,418         Number of Shares         6)       Shared Voting Power         Beneficially Each Reporting       -0-         7)       Sole Dispositive Power         2,258,168       8)         8)       Shared Dispositive Power         -0-       -0-         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018       10)         10)       Check if the Aggregate Amount in Row (9)         11)       Percent of Class Represented by Amount in Row (9)		NLY	
5)       Sole Voting Power         2,032,418         Number of Shares         Beneficially Owned By         Each Reporting Person With         7)       Sole Dispositive Power         2,258,168         8)       Shared Dispositive Power         -0-         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018         10)       Check if the Aggregate Amount in Row (9)	4) Citizenship c	or Place of Organization	
Number of Shares       2,032,418         Number of Shares       6) Shared Voting Power         Beneficially       -0-         Owned By Each Reporting Person       7) Sole Dispositive Power         2,258,168       2,258,168         8) Shared Dispositive Power       -0-         -0-       -0-         9) Aggregate Amount Beneficially Owned by Each Reporting Person       -0-         2,281,018       10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions         11) Percent of Class Represented by Amount in Row (9)       -0-	De	elaware	
Number of Shares Beneficially Owned By Each Reporting Person With       6)       Shared Voting Power         7)       Sole Dispositive Power 2,258,168         8)       Shared Dispositive Power 2,258,168         9)       Aggregate Amount Beneficially Owned by Each Reporting Person 2,281,018         10)       Check if the Aggregate Amount in Row (9)         11)       Percent of Class Represented by Amount in Row (9)		5) Sole Voting Power	
Shares       6)       Shared Vollig Power         Beneficially       -0-         Owned By       7)       Sole Dispositive Power         Person       2,258,168         8)       Shared Dispositive Power         -0-       -0-         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018       10)         10)       Check if the Aggregate Amount in Row (9)         11)       Percent of Class Represented by Amount in Row (9)		2,032,418	
Owned By       Image: Constraint of the cons		6) Shared Voting Power	
Reporting       7)       Sole Dispositive Power         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018         10)       Check if the Aggregate Amount in Row (9)         11)       Percent of Class Represented by Amount in Row (9)		-0-	
With       2,258,168         8)       Shared Dispositive Power         -0-       -0-         9)       Aggregate Amount Beneficially Owned by Each Reporting Person         2,281,018       -0-         10)       Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions         11)       Percent of Class Represented by Amount in Row (9)	Reporting	7) Sole Dispositive Power	
-0- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 2,281,018 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions 11) Percent of Class Represented by Amount in Row (9)		2,258,168	
<ul> <li>9) Aggregate Amount Beneficially Owned by Each Reporting Person</li> <li>2,281,018</li> <li>10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions</li> <li>11) Percent of Class Represented by Amount in Row (9)</li> </ul>		8) Shared Dispositive Power	
2,281,018         10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions         11) Percent of Class Represented by Amount in Row (9)		-0-	
<ul> <li>10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions</li> <li>11) Percent of Class Represented by Amount in Row (9)</li> </ul>	9) Aggregate A	amount Beneficially Owned by Each Reporting Person	
11) Percent of Class Represented by Amount in Row (9)	2,2	281,018	
	10) Check if the	Aggregate Amount in Row (9) Excludes Certain Shares See Instructions	
6.13	11) Percent of Cl	Class Represented by Amount in Row (9)	
	6.1	13	
12) Type of Reporting Person (See Instructions)	12) Type of Repo	porting Person (See Instructions)	
IA	IA		

CUSIP No. 40521	7100		Page 5 of 11 Pages
1) Names of Re IRS Identific		y Persons lo. Of Above Persons	
Dla	al D	al Canital Managament Ing	
	0395	ck Capital Management, Inc. 386	
2) Check the Ap		ate Box if a Member of a Group (See Instructions)	
a) □ b) □			
3) SEC USE ON	JLY		
4) Citizenship o	r Plac	e of Organization	
Del	awaı	e	
	5)	Sole Voting Power	
		376,918	
Number of Shares	6)	Shared Voting Power	
Beneficially Owned By		-0-	
Each Reporting	7)	Sole Dispositive Power	
Person With		376,918	
	8)	Shared Dispositive Power	
		-0-	
9) Aggregate An	nount	Beneficially Owned by Each Reporting Person	
	5,918		
10) Check if the	Aggre	gate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of Cl	ass Re	presented by Amount in Row (9)	
1.0	1		
12) Type of Repo	orting	Person (See Instructions)	
IA			

CUSIP No. 40521	7100		Page 6 of 11 Pages
1) Names of Re IRS Identific		g Persons No. Of Above Persons	
	ckRo 3806	ock Financial Management, Inc. 691	
<ul> <li>2) Check the Ap</li> <li>a) □</li> <li>b) □</li> </ul>	opropr	iate Box if a Member of a Group (See Instructions)	
3) SEC USE ON	NLY		
4) Citizenship o	r Plac	e of Organization	
De	lawaı	e	
	5)	Sole Voting Power	
		228,500	
Number of Shares	6)	Shared Voting Power	
Beneficially Owned By		-0-	
Each Reporting	7)	Sole Dispositive Power	
Person With		228,500	
	8)	Shared Dispositive Power	
		-0-	
9) Aggregate A	mount	Beneficially Owned by Each Reporting Person	
	3,500		
10) Check if the	Aggre	gate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of Cl	ass Re	presented by Amount in Row (9)	
0.6	1		
12) Type of Repo	orting	Person (See Instructions)	
IA			

CUSIP No. 4052	7100		Page 7 of 11 Pages
1) Names of Re IRS Identific		g Persons No. Of Above Persons	
Sta	te Sti	eet Research & Management Company	
	3142		
2) Check the A a) □ b) □	opropr	ate Box if a Member of a Group (See Instructions)	
3) SEC USE O	NLY		
4) Citizenship o	or Plac	e of Organization	
De	lawaı	e	
	5)	Sole Voting Power	
		61,800	
Number of Shares	6)	Shared Voting Power	
Beneficially Owned By		-0-	
Each Reporting	7)	Sole Dispositive Power	
Person With		61,800	
	8)	Shared Dispositive Power	
		-0-	
9) Aggregate A	mount	Beneficially Owned by Each Reporting Person	
61.	800		
10) Check if the	Aggre	gate Amount in Row (9) Excludes Certain Shares See Instructions	
11) Percent of C	ass Re	presented by Amount in Row (9)	
0.1			
12) Type of Rep	orting	Person (See Instructions)	
IA			

ITEM 1	(a) -	NAME OF IS	SSUER:
		The Hain Ce	lestial Group, Inc.
ITEM 1	(b) -	ADDRESS O	OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
		58 South Ser Melville, Nev	vice Road w York 11747
ITEM 2	(a) -	NAME OF P	ERSON FILING:
			ancial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association; BlackRock Advisors, Inc.; BlackRock agement, Inc.; BlackRock Financial Management, Inc.; and State Street Research & Management Company
ITEM 2	(b) -	ADDRESS O	OF PRINCIPAL BUSINESS OFFICE:
		PNC Bancory PNC Bank, M BlackRock A BlackRock C BlackRock F	ancial Services Group, Inc One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707 p, Inc 300 Delaware Avenue, Suite 304, Wilmington, DE 19801 Vational Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707 Advisors, Inc 100 Bellevue Parkway, Wilmington, DE 19809 Capital Management, Inc 100 Bellevue Parkway, Wilmington, DE 19809 Research & Management Company – One Financial Center, Boston, MA 02111
ITEM 2	(c) -	CITIZENSH	IP:
		PNC Bancory PNC Bank, M BlackRock A Black Rock C BlackRock F	ancial Services Group, Inc Pennsylvania p, Inc Delaware Vational Association - United States Advisors, Inc. – Delaware Capital Management, Inc Delaware inancial Management, Inc Delaware Research & Management Company - Delaware
ITEM 2	(d) -	TITLE OF C	LASS OF SECURITIES:
		Common	
ITEM 2	(e) -	CUSIP NUM	IBER:
		405217100	
ITEM 3 -	IF TH	IS STATEME	NT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:
	(a)		Broker or dealer registered under Section 15 of the Exchange Act;
	(b)	X	Bank as defined in Section 3(a)(6) of the Exchange Act;
	(c)		Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
	(d)		Investment Company registered under Section 8 of the Investment Company Act;
	(e)	X	An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
	(f)		An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
	(g)	X	A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
	(h)		A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
	(i)		A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
	(j)		Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.  $\Box$ 

### ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2005:

- (a) Amount Beneficially Owned: 2,305,368 shares\*
- (b) Percent of Class:
  - 6.19
- (c) Number of shares to which such person has:
  - (i) sole power to vote or to direct the vote 2,056,768
  - (ii) shared power to vote or to direct the vote -0-
  - (iii) sole power to dispose or to direct the disposition of 2,281,518
  - (iv) shared power to dispose or to direct the disposition of

```
1,000
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\*Of the total shares reported herein, 24,350 shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

- ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
  - Not Applicable.
- ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

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Not Applicable.
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ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

BlackRock Advisors, Inc. - IA (indirect subsidiary of PNC Bancorp, Inc.)

BlackRock Capital Management, Inc. - IA (indirect subsidiary of BlackRock Advisors, Inc.)

BlackRock Financial Management, Inc. - IA (wholly owned subsidiary of BlackRock Advisors, Inc.)

State Street Research & Management Company - IA (indirect subsidiary of BlackRock Financial Management, Inc.)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

- Not Applicable.
- ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

# ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

# SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2006	February 10, 2006		
Date	Date		
By: /s/ Joan L. Gulley	By: /s/ Maria C. Schaffer		
Signature - The PNC Financial Services Group, Inc.	Signature - PNC Bancorp, Inc.		
Joan L. Gulley, Vice President	Maria C. Schaffer, Executive Vice President		
Name & Title	Name & Title		
February 10, 2006	February 10, 2006		
Date	Date		
By: /s/ Joan L. Gulley	By: /s/ Robert S. Kapito		
Signature - PNC Bank, National Association	Signature - BlackRock Advisors, Inc. Robert S. Kapito, Vice Chairman		
Joan L. Gulley, Executive Vice President			
Name & Title	Name & Title		
February 10, 2006	February 10, 2006		
Date	Date		
By: /s/ Robert S. Kapito	By: /s/ Robert S. Kapito		
Signature - BlackRock Capital Management, Inc.	Signature - BlackRock Financial Management, Inc.		
Robert S. Kapito, Vice Chairman	Robert S. Kapito, Vice Chairman		
Name & Title	Name & Title		
February 10, 2006			
Date			
By: /s/ Robert S. Kapito			

Robert S. Kapito, Vice Chairman

Name & Title

#### AGREEMENT

#### February 10, 2006

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the "Act") in connection with their beneficial ownership of common stock issued by The Hain Celestial Group, Inc.

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

Each of the undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the information concerning the others.

This Agreement applies to any amendments to Schedule 13G.

THE PNC FINANCIAL SERVICES GROUP, INC.

BY: /s/ Joan L. Gulley

Joan L. Gulley, Vice President

PNC BANK, NATIONAL ASSOCIATION

BY: /s/ Joan L. Gulley

Joan L. Gulley, Executive Vice President

BLACKROCK CAPITAL MANAGEMENT, INC.

BY: /s/ Robert S. Kapito

Robert S. Kapito, Vice Chairman

STATE STREET RESEARCH & MANAGEMENT COMPANY

BY: /s/ Robert S. Kapito

Robert S. Kapito, Vice Chairman

PNC BANCORP, INC.

BY: /s/ Maria C. Schaffer

Maria C. Schaffer, Executive Vice President

BLACKROCK ADVISORS, INC.

BY: /s/ Robert S. Kapito

Robert S. Kapito, Vice Chairman

BLACKROCK FINANCIAL MANAGEMENT, INC.

BY: /s/ Robert S. Kapito

Robert S. Kapito, Vice Chairman