

HAIN CELESTIAL GROUP INC
Form SC 13G/A
October 10, 2006

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

(FINAL AMENDMENT)

The Hain Celestial Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

405217100

(CUSIP Number)

September 30, 2006

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc.

25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power *

*See the response to Item 5.

Number of
Shares

6) Shared Voting Power *

Beneficially
Owned By

*See the response to Item 5.

Each

Reporting

7) Sole Dispositive Power *

Person

*See the response to Item 5.

With

8) Shared Dispositive Power *

*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person *

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9) *

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc.

51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power *

*See the response to Item 5.

Number of
Shares

6) Shared Voting Power *

Beneficially
Owned By

*See the response to Item 5.

Each

Reporting

7) Sole Dispositive Power *

Person

*See the response to Item 5.

With

8) Shared Dispositive Power *

*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person *

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9) *

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association

22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power *

*See the response to Item 5.

Number of
Shares

6) Shared Voting Power *

Beneficially
Owned By

*See the response to Item 5.

Each

7) Sole Dispositive Power *

Reporting

Person

*See the response to Item 5.

With

8) Shared Dispositive Power *

*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person *

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9) *

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

BK

ITEM 4 - OWNERSHIP:

The following information is as of September 30, 2006:

(a) Amount Beneficially Owned: *

*See the response to Item 5.

(b) Percent of Class: *

*See the response to Item 5.

(c) Number of shares to which such person has:

(i) sole power to vote or to direct the vote *

(ii) shared power to vote or to direct the vote *

(iii) sole power to dispose or to direct the disposition of *

(iv) shared power to dispose or to direct the disposition of *

*See the response to Item 5.

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

The reporting person has ceased to beneficially own more than five percent of the class of securities of the issuer.

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.

October 10, 2006

October 10, 2006

Date

Date

By: /s/ Samuel R. Patterson

By: /s/ Maria C. Schaffer

Signature - The PNC Financial Services Group, Inc.

Signature - PNC Bancorp, Inc.

Samuel R. Patterson, Senior Vice President

Maria C. Schaffer, Executive Vice President

Name & Title

Name & Title

October 10, 2006

Date

By: /s/ Samuel R. Patterson

Signature - PNC Bank, National Association

Samuel R. Patterson, Senior Vice President

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT

WAS PREVIOUSLY FILED AS EXHIBIT A TO SCHEDULE 13G