

Hillenbrand, Inc.
Form 4
November 12, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HILLENBRAND W AUGUST

(Last) (First) (Middle)

B - 300 WINDING WAY SUITE
200

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction
(Month/Day/Year)

11/10/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/10/2008 | | S ⁽¹⁾ | V | 140,000 | D | Ⓛ |
| Common Stock | | | | | 9,056 | D | |
| Common Stock | | | | | 81,626 | I | By GRATs |
| Common Stock | | | | | 45,373 | I | By Spouse's GRAT |
| Common Stock | | | | | 71,773 | I | By Family LLC ⁽⁴⁾ |
| Common Stock | | | | | 954,520 | I | By Trusts ⁽⁴⁾ |

Edgar Filing: Hillenbrand, Inc. - Form 4

| | | | | |
|--------------|--|-------------|---|--|
| Common Stock | | 37,407 | I | By Trusts for Grandchildren (4) |
| Common Stock | | 8,222 | I | By W August Hillenbrand 2003 Option GRAT |
| Common Stock | | 237,958 (3) | I | By May 1, 2008 GRAT |

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. SEC 1474 (9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006 | | X | | |

Signatures

Carol A. Roell As Attorney-In-Fact for W August Hillenbrand
11/12/2008

**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).

On November 10, 2008, the reporting person contributed 140,000 shares of common stock to Huntersville Road Investors, LP, a family limited partnership (the "Partnership"), in exchange for a limited partnership interest in the Partnership having a value estimated to be equal to the value of the shares of common stock contributed to the Partnership, which was \$2,642,500.00, based on the closing price per share of the common stock on the New York Stock Exchange on November 10, 2008. The reporting person is only a limited partner in the Partnership and has no other interest in it.

(1) In addition to the transaction described in footnote 1, this amount reflects the transfer of shares of common stock from GRATs to the reporting person. The transfer of shares qualifies as only a change in the form of the reporting person's beneficial ownership and, as such, has not been reported previously.

(2) This amount reflects the transfer of shares of common stock from GRATs to the reporting person. The transfer of shares qualifies as only a change in the form of the reporting person's beneficial ownership and, as such, has not been reported previously.

(3) Reporting person disclaims beneficial ownership of these securities.

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.