DENNIS KIMBERLY K

Form 4 July 05, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Expires: 2005 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DENNIS KIMBERLY K

ONE BATESVILLE BOULEVARD

(Street)

Hillenbrand, Inc. [HI]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

06/30/2011

X_ Officer (give title Other (specify

below) below) Senior Vice President

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

BATESVILLE, IN 47006

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. Transactionof Code Derivative

5. Number 6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acc (A) Dis of (posed D) tr. 3, 4,				
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11	(2)	06/30/2011		A(4)	22	2	04/02/2012(1)	04/02/2016(1)	Common Stock	222
Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11	(2)	06/30/2011		A	10	2	04/02/2012(3)	04/02/2012(3)	Common Stock	102

Reporting Owners

Reporting Owner Name / Address	Keiationsnips							
	Director	10% Owner	Officer	Other				

DENNIS KIMBERLY K ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006

Senior Vice President

Signatures

Carol A. Roell as Attorney-In-Fact for Kimberly K.
Dennis
07/05/2011

**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) Restricted stock units vest 15% on 4/2/12; 15% on 4/2/13; 20% on 4/2/14; 20% on 4/2/15 and 30% on 4/2/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (2) Conversion of Exercise Price of Derivative Security is 1-for-1.
- (3) Restricted stock units vest 100% on 4/2/2012. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (4) Restricted stock units are entitled to dividend equivalent rights which accrue on dividend recor dates.

Reporting Owners 2

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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.