#### HILLENBRAND RAYJ

Form 4

October 03, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

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

obligations

Check this box

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HILLENBRAND RAYJ

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Hillenbrand, Inc. [HI]

(Check all applicable)

(First) (Middle) (Last)

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

X\_ Director 10% Owner Other (specify Officer (give title

09/30/2011

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

below)

RAPID CITY, SD 57701

606 MAIN STREET

(City) (State) (Zip)

(Street)

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)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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

1. Title of Derivative 2. Security (Instr. 3)

Conversion or Exercise

Price of

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

Execution Date, if (Month/Day/Year)

5. 4 TransactionNumber Code of (Instr. 8) Derivative

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			Secur Acqui (A) or Dispo of (D) (Instr. 4, and	ired r osed ) . 3,			
			Code N	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 2/13/04	(1)	09/30/2011	A(2)	97	<u>(3)</u>	(3)	Common Stock	97
Restricted Stock Units (Deferred Stock Award) 2/11/05	Œ	09/30/2011	A(2)	95	<u>(3)</u>	(3)	Common Stock	95
Restricted Stock Units (Deferred Stock Award) 2/13/06	Ш	09/30/2011	A(2)	51	(3)	(3)	Common Stock	51
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	09/30/2011	A(2)	46	(3)	(3)	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	09/30/2011	A(2)	46	(3)	(3)	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>	09/30/2011	A(2)	55	<u>(3)</u>	(3)	Common Stock	55
Restricted Stock Units (Deferred Stock Award) 2/24/10	Ш	09/30/2011	A(2)	49	<u>(3)</u>	(3)	Common Stock	49
Restricted Stock Units(Deferred Stock Award)2/23/11	Ш	09/30/2011	A(2)	44	(3)	(3)	Common Stock	44
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	<u>(1)</u>				(3)	(3)	Common Stock	47,290 (4)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HILLENBRAND RAYJ

606 MAIN STREET X

RAPID CITY, SD 57701

# **Signatures**

Carol A. Roell As Attorney-In-Fact for Ray J.
Hillenbrand

\*\*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) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the later of one (3) year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.

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.

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