TAYLOR STUART A II
Form 4
January 03, 2019

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR STUART A II

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(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)
12/31/2018

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)
_X_ 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)
			Code	V	Amount	(A) or (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 Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8

	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	12/31/2018		A(2)		34		(3)	(3)	Common Stock	34
Restricted Stock Units (Deferred Stock Award 2/24/10)	(1)	12/31/2018		A(2)		30		(3)	(3)	Common Stock	30
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	12/31/2018		A(2)		27		(3)	(3)	Common Stock	27
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	12/31/2018		A(2)		26		(3)	(3)	Common Stock	26
Restricted Stock Units (Deferred Stock Award) 2/27/13	(1)	12/31/2018		A(2)		24		(3)	(3)	Common Stock	24
Restricted Stock Units (Deferred Stock Award 2/26/14)	(1)	12/31/2018		A(2)		19		(3)	(3)	Common Stock	19
Restricted Stock Units (Deferred Stock Award 2/25/15	(1)	12/31/2018		A(2)		19		(3)	(3)	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 2/26/14	(1)	12/31/2018		A(2)		21		(3)	(3)	Common Stock	21
Restricted Stock Units (Deferred Stock Award) 2/22/2017	(1)	12/31/2018		A(2)		15		(3)	(3)	Common Stock	15

Restricted Stock Units (Deferred Stock Award) 2/15/2018	(1)	12/31/2018	A(2)	13		(3)	(3)	Common Stock	13
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)					(3)	(3)	Common Stock	228 (4)
Deferred Director Fees	(1)	12/31/2018	A(2)	49		(5)	(5)	Common Stock	49

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR STUART A II ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006				

Signatures

/s/ Michelle A. Stratton as Attorney-In-Fact for Stuart A. Taylor, II	01/03/2019
**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 of 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.

(3) These stock units vest immediately upon grant. However, for awards granted prior to May 2014, directors must hold the underlying shares of common stock of the Company for six months after they cease serving as a director; for awards granted in May 2014 or later, directors must hold the underlying shares of common stock of the Company for one day after the director ceases serving.

(4) This amount represents 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.

(5) These stock units will automatically be converted into shares of common stock in two annual installments. The first installment will be made on the date the reporting person ceases to be a member of the Board of Directors of the Company. The second installment will be made on the one year anniversary of the date the reporting person ceases to be a member of the Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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