HILLENBRAND W AUGUST

Form 4 October 02, 2009

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HILLENBRAND W AUGUST

2. Issuer Name and Ticker or Trading

Issuer

Symbol Hillenbrand, Inc. [HI]

(Last)

X_ Director

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

(Month/Day/Year) 09/30/2009

10% Owner Officer (give title Other (specify

(Check all applicable)

OMB APPROVAL

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Number:

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B-300 WINDING WAY SUITE 200

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

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

(Instr. 4)

below)

BATESVILLE, IN 47006

(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)

3. 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 (I) Ownership

(A) or

Code V Amount (D) Price

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

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. TransactionNumber Code of

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

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

(Instr. 4)

Derivati Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	09/30/2009		A(3)	15	(2)	(2)	Common Stock	15	\$ 20.3
Restricted Stock Units (Deferred Stock Award) 2/11/05	(1)	09/30/2009		A(3)	18	(2)	(2)	Common Stock	18	\$ 20.3
Restricted Stock Units (Deferred Stock Award) 2/13/06	(1)	09/30/2009		A(3)	18	(2)	(2)	Common Stock	18	\$ 20.3
Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)	09/30/2009		A(3)	17	<u>(2)</u>	(2)	Common Stock	17	\$ 20.3
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	09/30/2009		A(3)	17	(2)	(2)	Common Stock	17	\$ 20.3
Deferred	(1)	09/30/2009		A(4)	13	(5)	(5)	Common	13	\$ 20.3

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Director Stock Fees Restricted Stock Units Common $A^{(3)}$ (6) (Deferred (1) 09/30/2009 44 44 \$ 20.3 Stock Stock

Reporting Owners

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

Signatures

Award) 2/11/09

Carol A. Roell As Attorney-In-Fact for W August
Hillenbrand
10/02/2009

**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.
- These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will not occur until the later (2) of one 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.
- (3) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.
- These stock units will automatically be convered into shares of common stock on the later of the six-month anniversary of the date the

 (5) Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2010, unless a further deferral election has been made
- These stock units shall vest upon the reporting person's retirement from the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates. The delivery of shares underlying such restricted stock units will occur on the later of one year from the date of the grant, or the six month anniversary of the date that the applicable director 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. 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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