## Edgar Filing: HILLENBRAND W AUGUST - Form 4

HILLENBR Form 4 January 05,	AND W AUGU	ST									
FORM Check th	<b>A 4 UNITED</b>		Wa	ashingtoi	n, D.C.	. 20549	•	COMMISSIO	N OMB Number: Expires:	PPROVAL 3235-0287 January 31, 2005	
subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimat							Estimated burden hou response	average urs per			
1. Name and Address of Reporting Person <u>*</u> HILLENBRAND W AUGUST			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hillenbrand, Inc. [HI]				ding	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) B - 300 WINDING WAY SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)					
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)						Person			
1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transacti Code	4. Sec onAcqui Dispo (Instr.	eurities red (A) sed of (1 3, 4 and (A) or	or D) d 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Rej	port on a separate lin	e for each cl	ass of sec	urities ben	Pe inf rec dis	rsons ormati quired	who res on cont to resp	or indirectly. spond to the collection tained in this forr ond unless the for ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	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)	S 				(Instr. 5)
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/13/04	Ш	12/31/2009		A <u>(3)</u>	16	<u>(2)</u>	<u>(2)</u>	Common Stock	16	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/11/05	ш	12/31/2009		A <u>(3)</u>	21	<u>(2)</u>	<u>(2)</u>	Common Stock	21	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	12/31/2009		A <u>(3)</u>	20	<u>(2)</u>	(2)	Common Stock	20	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	12/31/2009		A <u>(3)</u>	20	(2)	<u>(2)</u>	Common Stock	20	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	12/31/2009		A <u>(3)</u>	20	(2)	<u>(2)</u>	Common Stock	20	\$ 18.8
Deferred	<u>(1)</u>	12/31/2009		A <u>(4)</u>	21	(5)	(5)	Common	21	\$ 18.8

Director Fees							Stock		
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>	12/31/2009	A <u>(3)</u>	50	<u>(6)</u>	<u>(6)</u>	Common Stock	50	\$ 18.8

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006	Х					
Signatures						
Carol A. Roell As Attorney-In-Fact for Hillenbrand	W Augus	it	0	1/05/2010		
<b>**</b> Signature of Reporting Persor			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.

(6) 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.