

HILLENBRAND RAYJ
Form 4/A
April 01, 2009

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILLENBRAND RAYJ

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
606 MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

RAPID CITY, SD 57701
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/10/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock					116,993	D	
Common Stock					222,854	I	Dakota Partnership ⁽¹⁾
Common Stock	04/09/2008		P	2,500 A \$ 20.13	275,375	I	Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008		P	500 A \$ 20.14	275,875	I	Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008		P	4,000 A \$ 20.15	279,875	I	Trustee-Dakota

Stock									Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008	P	1,400	A	\$ 20.16	281,275	I		Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008	P	600	A	\$ 20.17	281,875	I		Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008	P	500	A	\$ 20.2	282,375	I		Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/09/2008	P	200	A	\$ 20.22	282,575	I		Trustee-Dakota Charitable Foundation ⁽¹⁾
Common Stock	04/10/2008	P	14,750	A	\$ 20.1359 ⁽²⁾	297,325	I		Trustee-Dakota Charitable Foundation ⁽¹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

HILLENBRAND RAYJ
606 MAIN STREET
RAPID CITY, SD 57701

X

Signatures

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

04/01/2009

__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) Reporting person disclaims beneficial ownership of these securities.

The purchase price represents the weighted average price per share. Individual purchase price ranged from \$19.93 to \$20.33 per share of
(2) stock. Full information regarding the number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or a security holder of the issuer.

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.