

HILLENBRAND W AUGUST
 Form 4
 April 01, 2010

FORM 4

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

OMB APPROVAL

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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 W AUGUST

(Last) (First) (Middle)

B - 300 WINDING WAY SUITE
 200

(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)
 03/31/2010

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)

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | 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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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

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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> | 03/31/2010 | A ⁽³⁾ | | 14 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 14 | \$ 21.9 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(1)</u> | 03/31/2010 | A ⁽³⁾ | | 17 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 17 | \$ 21.9 |
| Restricted Stock Units (Deferred Stock Award) 2/13/06 | <u>(1)</u> | 03/31/2010 | A ⁽³⁾ | | 18 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 18 | \$ 21.9 |
| Restricted Stock Units (Deferred Stock Award) 2/9/07 | <u>(1)</u> | 03/31/2010 | A ⁽³⁾ | | 17 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 17 | \$ 21.9 |
| Restricted Stock Units (Deferred Stock Award) 2/11/08 | <u>(1)</u> | 03/31/2010 | A ⁽³⁾ | | 16 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 16 | \$ 21.9 |
| Deferred | <u>(1)</u> | 03/31/2010 | A ⁽⁴⁾ | | 23 | | <u>(5)</u> | <u>(5)</u> | Common | 23 | \$ 21.9 |

| | | | | | | | | | | |
|---|-----|------------|------------------|----|-----|-----|-----------------|-------|---------|--|
| Director Fees | | | | | | | | Stock | | |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | (1) | 03/31/2010 | A ⁽³⁾ | 42 | (6) | (6) | Common Stock | 42 | \$ 21.9 | |
| Restricted Stock Units (Deferred Stock Award) 2/24/10 | (1) | 03/31/2010 | A ⁽³⁾ | 38 | (6) | (6) | Common Stock | 38 | \$ 21.9 | |

Reporting Owners

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

Signatures

Carol A. Roell As Attorney-In-Fact for W August
Hillenbrand 04/01/2010

**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) 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 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.

(5) These stock units will automatically be converted into shares of common stock on the later of the six-month anniversary of the date the 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.

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