HILLENBRAND RAYJ

Form 4 July 02, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HILLENBRAND RAYJ

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Hillenbrand, Inc. [HI]

(Check all applicable)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Other (specify Officer (give title

06/30/2010

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

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

below)

RAPID CITY, SD 57701

Security

(Instr. 3)

606 MAIN STREET

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A) or

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

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	Transactio	orNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(Instr. 5)

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	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) 2/13/04	<u>(1)</u>	06/30/2010	A ⁽²⁾	79	(3)	(3)	Common Stock	79	\$ 21.3
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(I)</u>	06/30/2010	A(2)	77	(3)	(3)	Common Stock	77	\$ 21.3
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(I)</u>	06/30/2010	A(2)	42	(3)	(3)	Common Stock	42	\$ 21.3
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	06/30/2010	A(2)	38	<u>(3)</u>	(3)	Common Stock	38	\$ 21.3
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(I)</u>	06/30/2010	A(2)	37	(3)	(3)	Common Stock	37	\$ 21.3
Restricted Stock	(1)	06/30/2010	A(2)	44	<u>(4)</u>	<u>(4)</u>	Common Stock	44	\$ 21.3

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Units
(Deferred
Stock
Award)
2/11/09
Restricted
Stock
Units

(Deferred (1) 06/30/2010 $A_{\frac{(2)}{2}}$ 39 $\frac{(4)}{2}$ Common Stock 39 \$ 21.3

Stock Award) 2/24/10

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HILLENBRAND RAYJ

606 MAIN STREET X

RAPID CITY, SD 57701

Signatures

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

Hillenbrand

07/02/2010

**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) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- 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 (3) 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.
- 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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