Zerkle John R Form 4 December 10, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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obligations

may continue.

Check this box

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 See Instruction

1(b).

(Last)

1.Title of

Security

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* Zerkle John R

(First)

ONE BATESVILLE BOULEVARD

2. Issuer Name and Ticker or Trading

Symbol

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction

(Month/Day/Year)

12/06/2012

Director X\_ Officer (give title below)

Other (specify Senior V.P. Gen. Counsel & Sec

Indirect (I)

(Instr. 4)

D

D

10% Owner

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

(Street)

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

2. Transaction Date 2A. Deeme

(Month/Day/Year)

12/06/2012

(Zip)

any (Month/Da

Execution

(Middle)

BATESVILLE, IN 47006 (City) (State)

.ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Date, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Indirect	
	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
ay/Year)	(Instr. 8)		Owned	(D) or	Ownership	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A) Code V Amount (D)

483

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

C 1,565 A 83,595 (1) 21.065

Price

Common 12/06/2012 Stock

D

83,112 (1)

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

F

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SEC 1474 (9-02)

(Instr. 4)

### Edgar Filing: Zerkle John R - Form 4

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 12/5/07	<u>(2)</u>	12/06/2012		С		1,565	12/06/2009	12/06/2012	Common Stock	1,565

# **Reporting Owners**

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

Zerkle John R

ONE BATESVILLE BOULEVARD Senior V.P. Gen. Counsel & Sec

BATESVILLE, IN 47006

## **Signatures**

Carol A. Roell As Attorney-In-Fact for John R. Zerkle

\*\*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) Includes 29,175 shares and units of performance-based restricted stock subject to vesting conditions based on the Company's financial performance.
- (2) Conversion or Exercise Price of Derivative Securities is 1-for-1.

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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