Hillenbrand, Inc. Form 4 July 02, 2013

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HILLENBRAND W AUGUST

Symbol Hillenbrand, Inc. [HI]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

ONE BATESVILLE BOULEVARD

(Street)

06/28/2013

Other (specify Officer (give title below)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BATESVILLE, IN 47006

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

or (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 2. Security (Instr. 3)

Conversion (Month/Day/Year) or Exercise

3. Transaction Date 3A. Deemed Execution Date, if

5. 4. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Price of (Month/Day/Year) (Instr. 8) Derivative

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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>	06/28/2013	A(2)	15	(3)	(3)	Common Stock	15
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	06/28/2013	A(2)	19	(3)	(3)	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	06/28/2013	A(2)	19	(3)	(3)	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)	06/28/2013	A(2)	19	(3)	(3)	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	06/28/2013	A(2)	18	(3)	(3)	Common Stock	18
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	06/28/2013	A(2)	46	(3)	(3)	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/24/10	(1)	06/28/2013	A(2)	42	(3)	(3)	Common Stock	42
Restricted Stock Units (Deferred Stock Award) 2/23/11	<u>(1)</u>	06/28/2013	A(2)	38	(3)	(3)	Common Stock	38
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	06/28/2013	A(2)	36	(3)	(3)	Common Stock	36

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Restricted Stock Units (Deferred Stock Award) 2/27/13	(1)	06/28/2013	A(2)	32	(3)	(3)	Common Stock	32
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	<u>(1)</u>				(3)	(3)	Common Stock	34,513 (4)
Deferred Director Fees	<u>(1)</u>	06/28/2013	A(2)	71	(5)	(5)	Common Stock	71

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILLENBRAND W AUGUST ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006

Signatures

By Carol A. Roell As Attorney-In-Fact for W August Hillenbrand

07/02/2013

**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 stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company; the reporting person's death or permanent and total disability, or the six-month anniversary of the date the reporting person ceases to be a director of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.
- (5) These stock units will automatically be converted into shares of common stock on the later of the date the reporting person ceases to be a member of the Board of Directors of the Company or January 1, 2014.

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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