

Hillenbrand, Inc.  
Form 4  
January 03, 2014

**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 W AUGUST

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(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)  
12/31/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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 (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)						
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	12
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	16
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	16
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	15
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	15
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	38
Restricted Stock Units (Deferred Stock Award 2/24/10)	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	34
Restricted Stock Units (Deferred Stock Award) 2/23/11	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	31
Restricted Stock Units (Deferred Stock Award) 2/22/12	<u>(1)</u>	12/31/2013	<u>A(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	30

Restricted Stock Units (Deferred Stock Award) 2/27/13	(1)	12/31/2013	A(2)	27	(3)	(3)	Common Stock	27
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)				(3)	(3)	Common Stock	34,992 (4)
Deferred Director Fees	(1)	12/31/2013	A(2)	67	(5)	(5)	Common Stock	67

## 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

01/03/2014

\_\_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 of 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

(3) 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.

This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This

(4) 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 Director ceases to be a member of the Board of Directors or January 1, 2015.

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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