Hillenbrand, Inc. Form 4 January 03, 2017

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

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)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

LOUGHREY F JOSEPH

(First) (Last)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) ONE BATESVILLE BOULEVARD 12/30/2016

(Street)

BATESVILLE, IN 47006

(State)

2. Issuer Name and Ticker or Trading Symbol

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of

(Month/Day/Year) Execution Date, if Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

Code V Amount (D) Price

3235-0287

OMB

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Number: January 31, Expires: 2005

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5. Relationship of Reporting Person(s) to

Issuer

Securities

Owned

Beneficially

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

> 6. Ownership 7. Nature of Form: Direct Indirect

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

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

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 Derivative 2. Security (Instr. 3)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

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

Execution Date, if (Month/Day/Year)

5. 4. TransactionNumber Code of (Instr. 8) 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				Ad (A Di of (In	ecurities cquired A) or isposed (D) nstr. 3, and 5)				
			(Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>	12/30/2016	,	A(2)	1	9	(3)	<u>(3)</u>	Common Stock	19
Restricted Stock Units (Deferred Stock Award 2/24/10)	Ш	12/30/2016		A(2)	2	8	(3)	(3)	Common Stock	28
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	12/30/2016	,	A(2)	2	6	(3)	(3)	Common Stock	26
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	12/30/2016	,	A(2)	2	4	(3)	<u>(3)</u>	Common Stock	24
Restricted Stock Units (Deferred Stock Award) 2/27/13	(1)	12/30/2016	,	A(2)	3	5	(3)	(3)	Common Stock	35
Restricted Stock Units (Deferred Stock Award) 2/26/14	(1)	12/30/2016	,	A(2)	3	3	(3)	<u>(3)</u>	Common Stock	33
Restricted Stock Units (Deferred Stock Award 2/25/15	(1)	12/30/2016	,	A(2)	3	1	(3)	<u>(3)</u>	Common Stock	31
Restricted Stock Units (Deferred Stock Award 2/24/2016	<u>(1)</u>	12/30/2016		A(2)	3	5	(3)	<u>(3)</u>	Common Stock	35
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)						(3)	(3)	Common Stock	44,808 (4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOUGHREY F JOSEPH ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006

Signatures

By Carol A. Roell As Attorney-In-Fact for F. Joseph Loughrey

01/03/2017

**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 director's death or permanent and total disability, or one day after the date the director ceases to be a director of the Company.
- This amount represents the 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.

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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