HILLENBRAND RAYJ

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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer subject to

Section 16. 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * HILLENBRAND RAYJ

(First)

(Middle) (Last)

606 MAIN STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction (Month/Day/Year)

06/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ 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

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

RAPID CITY, SD 57701

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

Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

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

(Instr. 4) (Instr. 4)

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

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(Instr. 3 and 4)

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 or Exercise

Price of

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

Execution Date, if (Month/Day/Year) 4. Transactionof Code Derivative (Instr. 8) Securities

5. Number 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			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	Ш	06/29/2012	A(2)	101	(3)	(3)	Common Stock	101
Restricted Stock Units (Deferred Stock Award) 2/11/05	Ш	06/29/2012	A(2)	99	(3)	(3)	Common Stock	99
Restricted Stock Units (Deferred Stock Award) 2/13/06	Ш	06/29/2012	A(2)	53	(3)	(3)	Common Stock	53
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	06/29/2012	A(2)	49	(3)	(3)	Common Stock	49
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	06/29/2012	A(2)	48	<u>(3)</u>	<u>(3)</u>	Common Stock	48
Restricted Stock Units (Deferred Stock Award) 2/11/09	Ш	06/29/2012	A(2)	57	(3)	(3)	Common Stock	57
Restricted Stock Units (Deferred Stock Award) 2/24/10	<u>(1)</u>	06/29/2012	A(2)	50	(3)	(3)	Common Stock	50
Restricted Stock Units(Deferred Stock Award)2/23/11	(1)	06/29/2012	A(2)	46	(3)	(3)	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/22/12	<u>(1)</u>	06/29/2012	A(2)	43	(3)	<u>(3)</u>	Common Stock	43
	<u>(1)</u>				(3)	(3)		

RESTRICTED STOCK UNITS CUMULATIVE TOTAL Common 52,788 Stock (4)

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	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

07/03/2012

**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 occur on the six-month (3) 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
- (3) 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.
- This amount represents the 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
- (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.

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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