

Hillenbrand, Inc.  
Form 4  
October 04, 2016

**FORM 4**

**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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DELUZIO MARK C**

(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)  
**09/30/2016**

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)  
\_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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|--------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| Derivative Security                                    | Code       | V | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------------------------|------------|---|---------------------------------------------------------|-----|------------------|-----------------|--------------|----------------------------|
|                                                        |            |   | (A)                                                     | (D) |                  |                 |              |                            |
| Restricted Stock Units (Deferred Stock Award) 4/30/08  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 6                          |
| Restricted Stock Units (Deferred Stock Award) 2/11/09  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 38                         |
| Restricted Stock Units (Deferred Stock Award 2/24/10)  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 34                         |
| Restricted Stock Units (Deferred Stock Award) 2/23/11  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 30                         |
| Restricted Stock Units (Deferred Stock Award) 2/22/12  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 29                         |
| Restricted Stock Units (Deferred Stock Award) 2/27/13  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 26                         |
| Restricted Stock Units (Deferred Stock Award 2/26/14)  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 21                         |
| Restricted Stock Units (Deferred Stock Award 2/25/15)  | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 21                         |
| Restricted Stock Units (Deferred Stock Award 2/24/2016 | <u>(1)</u> |   |                                                         |     | 09/30/2016       | <u>(3)</u>      | Common Stock | 24                         |
|                                                        | <u>(1)</u> |   |                                                         |     |                  | <u>(3)</u>      |              |                            |

RESTRICTED  
STOCK UNITS  
CUMULATIVE  
TOTAL

Common 37,421  
Stock (4)

Deferred  
Director Fees

(1)

09/30/2016

A(2)

114

(5)

(5)

Common  
Stock

114

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| DELUZIO MARK C<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |               |           |         |       |

## Signatures

By Carol A. Roell As Attorney-In-Fact for Mark C.  
DeLuzio

10/04/2016

    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 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 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 six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, unless a further deferral election has been made.

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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