

HILLENBRAND W AUGUST
Form 4
January 11, 2010

FORM 4

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

OMB APPROVAL

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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)

B - 300 WINDING WAY SUITE
200

(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)

01/07/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/07/2010		M	60,000 A \$ 16.69	112,545	D	
Common Stock					10,008	I	By Spouse
Common Stock					38,926	I	By Spouse's GRAT
Common Stock					71,773	I	By Family LLC ⁽⁵⁾
Common Stock					643,187	I	By Trusts ⁽⁵⁾

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Common Stock	37,407	I	By Trusts for Grandchildren ⁽⁵⁾
Common Stock	8,222	I	By W August Hillenbrand 2003 Option GRAT
Common Stock	197,869	I	By May 1, 2008 GRAT

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

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(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Deferred Director Fees	<u>(1)</u>	01/08/2010		<u>A</u> ⁽²⁾	648	<u>(3)</u>	<u>(3)</u>	Common Stock	60,000	
Employee Stock Option (right to buy)	\$ 16.69	01/07/2010		M	60,000	01/17/2000 ⁽⁴⁾	01/17/2010	Common Stock	60,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006	X			

Signatures

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

01/11/2010

__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) These deferred stock units were accrued through deferral of board of directors fees earned. Stock units are entitled to dividend equivalent rights which accrue on dividend record dates.

These stock units will automatically be converted into shares of common stock on the later of the six-month anniversary of the date the
(3) Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2010, unless a further deferral election has been made.

(4) The option vested in three equal annual installments beginning on the date indicated.

(5) Reporting person disclaims beneficial ownership of these securities.

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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