

# HILLENBRAND, INC.

Reported by  
**LUCCHESI CYNTHIA L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/03/09 for the Period Ending 12/01/09

|             |  |
|-------------|--|
| Address     | ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |
| Telephone   | (812)931-2304                                    |
| CIK         | 0001417398                                       |
| Symbol      | HI   |
| Fiscal Year | 09/30  |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *<br><b>Lucchese Cynthia L</b><br>(Last) (First) (Middle)<br><b>ONE BATESVILLE BOULEVARD</b><br>(Street)<br><b>BATESVILLE, IN 47006</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Hillenbrand, Inc. [ HI ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) ____ Other (specify below)<br><b>Senior Vice President &amp; CFO</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>12/1/2009</b>  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |  |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|--|------------------|-------|---|--|---|
|                                    |                   |   | Code                            | V | Amount   | (A)<br>or<br>(D) | Price |   |  |   |
| Common Stock                       | 12/1/2009         |   | A                               |   | 29232<br>(1)   | A                | \$0   | 65725 (1)   | D  |   |

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|---|--|--|--|
|  |  |                |                                   | Code                      | V |  | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |  |
| Employee Stock Option (Right to Buy)     | \$18.53  | 12/1/2009      |                                   | A                         |   | 25984  |   | 12/1/2010 (2)   | 12/1/2019 (2)   | Common Stock               | 25984                                      | \$0   | 25984  | D  |  |

#### Explanation of Responses:

- ( 1 ) Consists of unvested shares of Restricted Stock subject to vesting conditions based on the Company's financial performance.
- ( 2 ) The option vests in three equal annual installments beginning on the date indicated.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Lucchese Cynthia L<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |               |           | Senior Vice President & CFO |       |

#### Signatures

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

\* 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).

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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