

# HILLENBRAND, INC.

Reported by  
**TAYLOR STUART A II**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/13 for the Period Ending 02/27/13

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

# FORM 4

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

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[ ] 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  
or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>TAYLOR STUART A II</b><br><small>(Last) (First) (Middle)</small><br><br><b>TAYLOR GROUP LLC, 155<br/>NORTH WACKER DRIVE, 42ND<br/>FLOOR</b><br><small>(Street)</small><br><br><b>CHICAGO, IL 60606</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Hillenbrand, Inc. [ HI ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>2/27/2013</b></p>  |   | <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_____ Form filed by More than One Reporting Person  |
| <b>4. If Amendment, Date Original Filed</b><br>(MM/DD/YYYY)  |   |   |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 |   |  |   |

### 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 |  | (A)                                     | (D)        | Date Exercisable  | Expiration Date     |  |   |  |  | Title |
| <b>Restricted Stock Units (Deferred Stock Award 2/27/13)</b> | <b>(1)</b>   | <b>2/27/2013</b> |                                   | <b>A</b>                  |   | <b>3898</b>  |   | <b>(2)</b> | <b>(2)</b>  | <b>Common Stock</b> | <b>3898</b>                                | <b>\$24.37</b>  | <b>3898</b>  | <b>D</b>   |       |

#### Explanation of Responses:

- (1) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) 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 reporting person's death or permanent and total disability, or the six-month anniversary of the date the reporting person ceases to be a director of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>TAYLOR STUART A II<br/>TAYLOR GROUP LLC<br/>155 NORTH WACKER DRIVE, 42ND FLOOR<br/>CHICAGO, IL 60606</b> | <b>X</b>      |           |         |       |

**Signatures**

**Carol A. Roell As Attorney-in-Fact for Stuart A. Taylor, II**

**2/28/2013**

\*\* Signature of Reporting Person

Date

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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