

HILLENBRAND, INC.
Reported by
HILLENBRAND W AUGUST

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/01/14 for the Period Ending 09/30/14

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

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 | Amount or Number of Shares | | | | |
| Units (Deferred Stock Award) 2/23/11 | (1) | 9/30/2014 | | (2) | | 30 | | (3) | (3) | Common Stock | 30 | \$30.89 | 4707 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | (1) | 9/30/2014 | | A (2) | | 29 | | (3) | (3) | Common Stock | 29 | \$30.89 | 4478 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/27/13 | (1) | 9/30/2014 | | A (2) | | 26 | | (3) | (3) | Common Stock | 26 | \$30.89 | 4090 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/26/14 | (1) | 9/30/2014 | | A (2) | | 21 | | (3) | (3) | Common Stock | 21 | \$30.89 | 3238 | D | |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | (1) | | | | | | | (3) | (3) | Common Stock | 38883 (4) | | 38883 (4) | D | |
| Deferred Director Fees | (1) | 9/30/2014 | | A (2) | | 73 | | (5) | (5) | Common Stock | 73 | \$30.89 | 11259 | D | |

Explanation of Responses:

- (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.
- (3) 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.
- (4) 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 later of the date the Director ceases to be a member of the Board of Directors or January 1, 2015.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | X | | | |

Signatures

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

10/1/2014

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.