

**HILLENBRAND, INC.**  
Reported by  
**HILLENBRAND W AUGUST**

**FORM 5**

(Annual Statement of Changes in Beneficial Ownership)

Filed 10/28/13 for the Period Ending 09/30/13

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

# FORM 5

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

OMB APPROVAL  
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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).  
[ ] Form 3 Holdings Reported  
[ ] Form 4 Transactions Reported

## ANNUAL 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

|                                           |         |          |                                                          |  |  |                                                                                                                                                 |  |  |
|-------------------------------------------|---------|----------|----------------------------------------------------------|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                         |  |  |
| <b>HILLENBRAND W AUGUST</b>               |         |          | <b>Hillenbrand, Inc. [HI]</b>                            |  |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below)                    |  |  |
| (Last)                                    | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) |  |  |                                                                                                                                                 |  |  |
| <b>ONE BATESVILLE BOULEVARD</b>           |         |          | <b>9/30/2013</b>                                         |  |  |                                                                                                                                                 |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY)        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |  |  |
| <b>BATESVILLE, IN 47006</b>               |         |          |                                                          |  |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person |  |  |
| (City)                                    |         |          | (State)                                                  |  |  | (Zip)                                                                                                                                           |  |  |

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

| 1. Title of Security (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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|-------------------------------------------------------------------|------------|-------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                |                                   |                           | Amount                                                            | (A) or (D) | Price |                                                                                                |                                                          |                                                       |
| Common Stock                    | 1/16/2013      |                                   | G                         | 2618                                                              | D          | (1)   | 248084 (2)                                                                                     | D                                                        |                                                       |
| Common Stock                    |                |                                   |                           |                                                                   |            |       | 95808 (3)                                                                                      | I                                                        | By Spouse                                             |
| Common Stock                    |                |                                   |                           |                                                                   |            |       | 0 (4)                                                                                          | I                                                        | By Spouse's GRAT (5)                                  |
| Common Stock                    |                |                                   |                           |                                                                   |            |       | 643187                                                                                         | I                                                        | By Trusts (5)                                         |
| Common Stock                    |                |                                   |                           |                                                                   |            |       | 74613                                                                                          | I                                                        | Various GRATs (W August Hillenbrand/Oxford GRATs)     |

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) |                 | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|----------------------------------------------------------------------------------------|-----|------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                          |                                                        |                |                                   |                           | (A)                                                                                    | (D) | Date Exercisable                                     | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                 |                                                                                  |                                                        |

**Explanation of Responses:**

- (1) Price - Not Applicable.
- (2) This amount reflects distributions and contribution of shares of common stock to and from GRATs and Trusts. Each such distribution and contribution qualifies as only a change in the form of Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (3) This amount reflects the distribution and contribution of shares of common stock as annuity payment to and from GRATs to Reporting Person's Spouse. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(4) This amount reflects the distribution of shares of common stock as annuity payment from GRATS. The life of this GRAT has ended and will no longer be reported as indirect ownership to Reporting Person. Each distribution of shares qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

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

**Reporting Owners**

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

**Signatures**

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

**10/28/2013**

\*\* 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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