

HILLENBRAND, INC. Reported by CANADY WILLIAM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/01/15 for the Period Ending 03/31/15

Address ONE BATESVILLE BOULEVARD

BATESVILLE, IN 47006

Telephone (812)931-2304

CIK 0001417398

Symbol HI

SIC Code 3990 - Miscellaneous Manufacturing Industries

Industry Furniture & Fixtures

Sector Consumer Cyclical

Fiscal Year 09/30



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

| 1. Name and Address of Reporting Person * | | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---|-----------|--------------------|---------------------------------|--|--|-----------------|--|-------|-------------------|--------------|--|---|---|--|---|--|--|
| CANADY WI | LLIAM | | | | | enbra | | | | | | | Directo | or | | 10% O | wner | |
| (Last) | (First) | (Mid | dle) | 3. | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | , | X Officer (give title below) Other (specify | | | | | | |
| ONE BATESVILLE BOULEVARD | | | | D | | | | 3/31 | /20 | 15 | | | SR VP Corp Strat & Ind Prod | | | | | |
| (Street) | | | | | 4. If Amendment, Date Original Filed | | | | | | | | 6. Individu | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| BATESVILLI | E, IN 47 | 006 | | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | X _ Form filed by One Reporting Person _ Form filed by More than One Reporting Person | | | | | |
| | | Table l | [- Non-I |)eriv | ativ | ve Secı | ıritie | es Acq | uire | ed, Disp | osed | of, o | or Beneficially | y Owned | | | | |
| 1.Title of Security (Instr. 3) | | | | 2. Tra Date | ins. | 2A. Deeme Execut Date, in | ed C tion (I | Trans. 4. Securities Acquired (A) Disposed of (Instr. 3, 4 and | | (D) | Foll | | unt of Securities Beneficially Owned ing Reported Transaction(s) 3 and 4) | | Direct (D) Ownership | of Indirect Beneficial Ownership | | |
| | | | | | | any | | Code | V A | Amount (A | í I | e | | | | or Indirect (Instr. 4) (I) (Instr. 4) | (Instr. 4) | |
| Tab | le II - Dei | rivative | Securitie | es Be | nef | icially | Owr | ned (<i>e</i> . | .g. , | puts, ca | alls, v | varr | ants, options, | , convert | ible secur | rities) | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | Execution Date, if | 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 | | | Secu Deri | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative | of derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exerci | sable | Expiratio Date | n Title | : | Amount or Number of Shares | | Transaction (s) (Instr. 4) | 4) | | |
| Restricted Stock Units (Deferred Stock Award) 11/11/13 | (1) | 3/31/2015 | | A (2) | | 76 | | (3 | 3) | (3) | Com Sto | nmon ock | 76 | \$30.87 | 11765 | 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) Restricted stock units vested 20% on 11/12/14. The remaining units will vest 20% on 11/12/15; 20% on 11/12/16; and 40% on 11/12/17.

Reporting Owners

| Reporting Owners | | | | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|--|--|
| Depositing Oxymon Name / Address | Relationships | | | | | | | | |
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | | |
| CANADY WILLIAM ONE BATESVILLE BOULEVARD | | | SR VP Corp Strat & Ind Prod | | | | | | |
| BATESVILLE, IN 47006 | | | | | | | | | |

Signatures

By Carol A. Roell as Attorney-in-Fact for William Canady

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.