

# HILLENBRAND, INC. Reported by HILLENBRAND W AUGUST

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 07/05/11 for the Period Ending 06/30/11

Address ONE BATESVILLE BOULEVARD

BATESVILLE, IN 47006

Telephone (812)931-2304

CIK 0001417398

Symbol HI

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, 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 Add	ress of Re	porting I	Person *	2.	. Is	suer N	lame a	nd Ti	cke	r or Tradii	ng Sym	bol	5. Relation (Check all			Person(s)	to Issuer
HILLENBRA	ND W	AUGU	ST	H	[il]	lenbr	and,	Inc.	[ H	II]							
(Last)	(First)	(Mid	dle)	3.	. D	ate of	Earlie	st Trai	ısac	ction (MM/I	DD/YYY	Y)	X _ Direc		-	10% (	
B - 300 WIND	ING W	AY SU	ITE 20	00				6/30	/2(	011			Officer below)	(give title l	pelow) _	Other	(specify
	(Street)			4.				t, Date	Or	riginal File	ed		6. Individu		nt/Group I	Filing (Che	eck
	C IN 45	1007		(N	ИМ/	DD/YY	YY)						Applicable Li	ne)			
BATESVILLI	•														Reporting Per		
(City)	(State)	(Zip)	)										Form file	d by More t	han One Repo	orting Person	n
		Table I	- Non-I	Deriv	ati	ive Se	curitie	es Acq	uir	ed, Dispo	sed of,	or I	Beneficially	Owned			
1.Title of Security				2. Tra	ans.	2A.		3. Trans.		4. Securities	5.		unt of Securitie			6.	7. Nature
(Instr. 3)				Date			ution (	Code Instr. 8)	]	Acquired (A) Disposed of (	D) (In		ing Reported Tr and 4)	ransaction(s	)	Ownership Form:	Beneficial
						Date, any	, if		- (	(Instr. 3, 4 and	d 5)					Direct (D) or Indirect	Ownership (Instr. 4)
										(A) or						(I) (Instr. 4)	
								Code	V	Amount (D)	Price					.,	<u> </u>
Tab	le II - Dei	rivative	Securitio	es Be	ne	ficiall	y Owi	ned ( e	.g.	, puts, cal	ls, war	rant	ts, options,	convert	ible secur	ities)	
1. Title of Derivate	2.	3. Trans.	3A.	4.		5. Num	ber of	6. Dat	e Ex	ercisable	7. Title a	nd A	mount of	8. Price of	9. Number	10.	11. Nature
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date	Deemed Execution Date, if any	Code (Instr.		Derivative Securities Acquired (A) of Disposed of (D					Securities Und Derivative Sec (Instr. 3 and 4)		Security (Instr. 5)	derivative Securities Beneficially	Form of Derivative C	of Indirect Beneficial	
																Ownership (Instr. 4)	
				-/		(Instr. 3, 4 and									Owned Following	Direct (D) or Indirect	,
						5)									Reported	(I) (Instr.	
								Date		Expiration	Title		nount or imber of		Transaction (s) (Instr. 4)	4)	
				Code	V	(A)	(D)	Exerci	isabl	e Date	Title		ares				
Restricted Stock Units (Deferred Stock Award)	(1)	6/30/2011		A (3)		13		C	2)	(2)	Common Stock	n	13	\$23.65	1725	D	
2/13/04					Ц						Stock						
Restricted Stock Units (Deferred	(1)	6/30/2011		A		17			2)	(2)	Commo	n	17	\$23.65	2177	D	
Stock Award) 2/11/05				(3)							Stock			·			
Restricted Stock Units (Deferred		6/30/2011		A							Commo						
Stock Award)	(1)	0/30/2011		(3)		17			2)	(2)	Stock	"	17	\$23.65	2129	D	
2/13/06 Restricted Stock					Н			+				-					
Units (Deferred Stock Award) 2/9/07	(1)	6/30/2011		A (3)		16		(2	2)	(2)	Common Stock	n	16	\$23.65	2085	D	
Stock Award) 2/7/07				(5)	Ш						Stock						
Restricted Stock Units (Deferred		6/30/2011		A							Commo	n			-0.4-	_	
Stock Award)	(1)	0,00,2011		(3)		16			2)	(2)	Stock		16	\$23.65	2045	D	
2/11/08 Restricted Stock				<u> </u>	Н		-	+				+					
Units (Deferred Stock Award) 2/11/09	(1)	6/30/2011		<b>A</b> (3)		42		C	2)	(2)	Common Stock	n	42	\$23.65	5263	D	
Restricted Stock				A													

Tab	le II - Dei	rivative	Securitio	es Be	ne	ficially	o Own	ed ( <i>e.g.</i> ,	puts, cal	lls, warr	ants, options	, convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if	4. Trans.		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	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	1 ′	
Units (Deferred Stock Award) 2/24/10	(1)	6/30/2011		(3)		37		(2)	(2)	Common Stock	37	\$23.65	4715	D	
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	6/30/2011		<b>A</b> (3)		34		(2)	(2)	Common Stock	34	\$23.65	4238	D	
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)							(2)	(2)	Common Stock	24377 (6)		24377 (6)	D	
Deferred Director Fees	(1)	6/30/2011		<b>A</b> (4)		28		(5)	(5)	Common Stock	28	\$23.65	3502	D	

### **Explanation of Responses:**

- (1) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the later of one year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.
- (5) These stock units will automatically be convered into shares of common stock on the later of the date the Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2012.
- (6) This amount represents the 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.

**Reporting Owners** 

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200	X							
BATESVILLE, IN 47006								

#### **Signatures**

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

7/5/2011

Date

\*\* Signature of Reporting Person

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.