

# HILLENBRAND, INC.

Reported by  
**TAYLOR STUART A II**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/13 for the Period Ending 12/31/12

Address	ONE BATESVILLE BOULEVARD 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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## 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>  <b>TAYLOR STUART A II</b>  <small>(Last) (First) (Middle)</small>  <b>TAYLOR GROUP LLC, 155 NORTH WACKER DRIVE, 42ND FLOOR</b>  <small>(Street)</small>  <b>CHICAGO, IL 60606</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Hillenbrand, Inc. [ HI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/31/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

**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)
			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	Amount or Number of Shares				
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	12/31/2012		A (4)		48		(5)	(5)	Common Stock	48	\$22.61	5571	D	
Restricted Stock Units (Deferred Stock Award) 2/24/10	(1)	12/31/2012		A (4)		43		(5)	(5)	Common Stock	43	\$22.61	4991	D	
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	12/31/2012		A (4)		39		(5)	(5)	Common Stock	39	\$22.61	4486	D	
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	12/31/2012		A (4)		36		(5)	(5)	Common Stock	36	\$22.61	4267	D	
<b>RESTRICTED STOCK UNITS CUMULATIVE TOTAL</b>	(1)							(5)	(5)	Common Stock	19315 (6)		19315 (6)	D	
Deferred Director Fees	(1)	12/31/2012		A (2)		82		(3)	(3)	Common Stock	82	\$22.61	9847	D	

**Explanation of Responses:**

- (1) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.
- (3) These stock units will automatically be converted into shares of common stock in two annual installments. The first installment will be made on the date the Director ceases to be a Member of the Board of Directors of the Company. The second installment will be made on the one year anniversary of the date the director ceases to be a Member of the Board of Directors of the Company.
- (4) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (5) These stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the six month anniversary of the date that the applicable director ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (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

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

#### Signatures

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

1/3/2013

\*\* 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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