

# HILLENBRAND, INC.

Reported by  
**JOHNSON TOM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/01/13 for the Period Ending 09/30/13

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

# FORM 4

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

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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).

## 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>Johnson Tom</b> <small>(Last) (First) (Middle)</small>  <b>ONE BATESVILLE BOULEVARD</b> <small>(Street)</small>  <b>BATESVILLE, IN 47006</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 (Check all applicable)</b>  <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>9/30/2013</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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 (MM/DD/YYYY)</b>		

**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				
Restricted Stock Units (Deferred Stock Award) 4/30/08	(1)	9/30/2013		A (2)		8	(3)	(3)	Common Stock	8	\$27.35	1101	D	
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	9/30/2013		A (2)		40	(3)	(3)	Common Stock	40	\$27.35	5700	D	
Restricted Stock Units (Deferred Stock Award) 2/24/10	(1)	9/30/2013		A (2)		36	(3)	(3)	Common Stock	36	\$27.35	5107	D	
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	9/30/2013		A (2)		32	(3)	(3)	Common Stock	32	\$27.35	4590	D	
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	9/30/2013		A (2)		30	(3)	(3)	Common Stock	30	\$27.35	4366	D	
Restricted Stock Units (Deferred Stock Award) 2/27/13	(1)	9/30/2013		A (2)		28	(3)	(3)	Common Stock	28	\$27.35	3988	D	
<b>RESTRICTED STOCK UNITS CUMULATIVE TOTAL</b>	(1)						(3)	(3)	Common Stock	24852		24852	D	

**Explanation of Responses:**

- (1) Conversion of Exercise Price of Derivative Security 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. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Johnson Tom ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006</b>	<b>X</b>			

**Signatures****By Carol A. Roell As Attorney-In-Fact for Tom Johnson****10/1/2013**

\*\* 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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