

HILLENBRAND, INC.

Reported by
DELUZIO MARK C

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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|-------------|--|
| 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**

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).

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 * DELUZIO MARK C (Last) (First) (Middle) 79 KINGSWOOD DRIVE (Street) SOUTH GLASTONBURY, CT 06073 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2012</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (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) 4/30/08 | (1) | 12/31/2012 | | A (4) | | 10 | | (2) | (2) | Common Stock | 10 | \$22.61 | 1076 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | (1) | 12/31/2012 | | A (4) | | 48 | | (2) | (2) | Common Stock | 48 | \$22.61 | 5571 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/24/10 | (1) | 12/31/2012 | | A (4) | | 43 | | (2) | (2) | Common Stock | 43 | \$22.61 | 4991 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | (1) | 12/31/2012 | | A (4) | | 39 | | (2) | (2) | Common Stock | 39 | \$22.61 | 4486 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | (1) | 12/31/2012 | | A (4) | | 36 | | (2) | (2) | Common Stock | 36 | \$22.61 | 4267 | D | |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | (1) | | | | | | | (2) | (2) | Common Stock | 20391 (6) | | 20391 (6) | D | |
| Deferred Director Fees | (2) | 12/31/2012 | | A (5) | | 123 | | (3) | (3) | Common Stock | 123 | \$22.61 | 14532 | 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 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) These stock units will automatically be converted into shares of common stock on the six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, unless a further deferral election has been made.
- (4) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (5) Phantom 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 |
| DELUZIO MARK C 79 KINGSWOOD DRIVE SOUTH GLASTONBURY, CT 06073 | X | | | |

Signatures

Carol A. Roell As Attorney-In-Fact for Mark C. DeLuzio

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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