

HILLENBRAND, INC.

Reported by CANADY WILLIAM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/13/14 for the Period Ending 11/12/14

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

ress of Re	norting D	*	2 1	Lagur	NT		1	-			. ~			4		D	
1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol									5. Relation (Check all			Person(s)	to Issuer
LLIAM	I																
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)													
ONE BATESVILLE BOULEVARD					11/12/2014									below)			
(Street)						ent, I	Date	e Ori	igin	al Fi	led		6. Individu	ual or Joi			eck
E, IN 47	'006												W 50 6				
(State)	(Zip)																ı
	Table I	- Non-I	Deriva	tive	Securi	ties 2	Acq	uire	e d,]	Disp	osed of	, or E	Beneficially	y Owned			
1.Title of Security (Instr. 3)			2. Trans. Date		Deemed Execution Date, if	Code					d of (D)	Following Reported Transaction(s) Ownership Form: Benefi Direct (D) Owner			Beneficial Ownership		
				i	any	Code	le V	o		(A) or (D)	Price		I)			or Indirect (I) (Instr. 4)	
			11/12/00	014		С		290	05	A \$	34.525		2	905		D	
			11/12/00	014		F		93	4	D \$	34.525		1	971		D	
le II - Dei	rivative S	Securitio	es Ben	efic	ially O	wned	d (<i>e</i>	e.g. ,	, pu	ts, ca	ılls, wa	rrant	ts, options,	, convert	ible secur	ities)	
2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Date, if any		. D S A o: (I	Derivative ecurities acquired (A r Disposed f (D) (Instr. 3, 4	(A)	Expiration Date S				Securit Derivat	Securities Underlying Derivative Security		Derivative Security	of derivative Securities Beneficially Owned Following Reported	Ownership of Form of Bo Derivative O	Beneficial
			Code	V (A	A) (D)	E	Date Expiration Date Titl			Title	Nu	mber of	(s) (Instr. 4)				
(1)	11/12/2014		С		2905				11/1	2/001 (2)	Commi	-	2905	\$34.525	11622	D	
_	(First) VILLE (Street) E, IN 47 (State) le II - Detection of Exercise Price of Derivative Security	VILLE BOULE (Street) E, IN 47006 (State) (Zip) Table I Let I - Derivative S 2. Conversion or Exercise Price of Derivative Security	(First) (Middle) VILLE BOULEVAR (Street) E, IN 47006 (State) (Zip) Table I - Non-I 2. Conversion or Exercise Price of Derivative Security 11/12/2014	(First) (Middle) 3. 1 VILLE BOULEVARD (Street) 4. (MI E, IN 47006 (State) (Zip) Table I - Non-Deriva 2. Trans. Date 11/12/0 11/12/0 11/12/0 11/12/0 Le II - Derivative Securities Bender Exercise Price of Derivative Security Security 3. Trans. Deemed Execution Date, if any 8.) Code 11/12/2014	(First) (Middle) 3. Date VILLE BOULEVARD (Street) 4. If A (MM/DI E, IN 47006 (State) (Zip) Table I - Non-Derivative 2. Trans. Date 11/12/0014 11/12/0014 11/12/0014 Le II - Derivative Securities Benefic 2. Conversion or Exercise Price of Derivative Security 3. Date 11/12/2014	(First) (Middle) VILLE BOULEVARD (Street) 4. If Amendme (MM/DD/YYYY) 4. If Amendme (MM/DD/YYYY) Table I - Non-Derivative Securities 2. Trans. Date 2. Trans. Date, if any 11/12/0014	(First) (Middle) 3. Date of Earliest VILLE BOULEVARD (Street) 4. If Amendment, MM/DD/YYYY) F, IN 47006 (State) (Zip) Table I - Non-Derivative Securities 2. Trans. Date 2. Trans. Date 2. Trans. Date, if any Code 11/12/0014 F ILLE BOULEVARD 4. If Amendment, MM/DD/YYYY) Code Execution Date, if any Code I1/12/0014 F ILLE BOULEVARD 4. If Amendment, MM/DD/YYYY) Code Execution Date, if any Solve Beneficially Owner Code Execution Date, if any Solve Beneficially Owner Acquired (A) Solve Beneficially Of (D) (Instr. 3, 4 and 5) Code V (A) (D) Code V (A) (D) Code V (A) (D)	(First) (Middle) 3. Date of Earliest Tra VILLE BOULEVARD (Street) 4. If Amendment, Date (MM/DD/YYYY) 4. If Amendment, Date (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired (Instr. 8) 2. Trans. Date Deemed Execution Date, if any Code V 11/12/0014 C 11/12/0014 F Conversion or Exercise Price of Derivative Securities Acquired (A) and 5) Derivative Security A Code V (A) (D) Date Exercise Code V (A) (D) Date Exercise Code V (A) (D) Code V (A) (D) Date Exercise Code Code V (A) (D) Date Exercise Code Code V (A) (D) Code V (A) (D) Date Exercise Code Code V (A) (D) Date Exercise Code Code V (A) (D) Code V (A) (D) Date Exercise Code Code V (A) (D) Code V (A) (D) Date Exercise Code Code V (A) (D) Code V (A) (D) Date Exercise Code Code V (A) (D) Code V (A) (D) Date Exercise Code Code Code Code V (A) (D)	(First) (Middle) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (MM/DD/YYYY) 4. If Amendment, Date Or (MM/DD/YYYY) 2. Trans. Date (Inst. any) (Code V Amendment, Date Or (Amendment) (A) (Inst. any) (Inst. any) (Inst. any) (Inst. any) (Inst. any) (Inst. any) (Inst. and 5) (Inst. and 5)	(First) (Middle) VILLE BOULEVARD (Street) 4. If Amendment, Date Origin (MM/DD/YYYY) 4. If Amendment, Date Origin (MM/DD/YYYYY) Table I - Non-Derivative Securities Acquired, I Date 2. Trans. Date Date	(First) (Middle) 3. Date of Earliest Transaction (MM Interest Int	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYY) VILLE BOULEVARD (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 8) Date, if any Date Date	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) VILLE BOULEVARD 11/12/2014 4. If Amendment, Date Original Filed (MM/DD/YYYY) E, IN 47006 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise In the part of Derivative Securities Acquired (A) or Disposed of (D) Follow (Instr. 3, 4 and 5) 11/12/0014 EI - Derivative Securities Beneficially Owned (e.g., puts, calls, warrant of Derivative Securities Acquired (A) or Disposed of (D) Follow (Instr. 3, 4 and 5) 11/12/0014 F 934 D \$34.525 In trans. Date (a) or Disposed of (D) Follow (Instr. 3, 4 and 5) 11/12/0014 F 934 D \$34.525 In trans. Date (a) or Disposed of (D) Follow (Instr. 3, 4 and 5) Trans. Date (Code V Amount (D) Price (D) Follow (Instr. 3, 4 and 5) In trans. Date (Code V Amount (D) Price (Instr. 3, 4 and 5)) Trans. Date (Conversion of Date (D) Follow (Instr. 3, 4 and 5) Date (Conversion of Date (Instr. 3, 4 and 5) Trans. Date (Code Date, if any S) Code (Instr. 3, 4 and 5) Date (Instr. 3 and 4) Expiration Date (Instr. 3 and 4)	Code V Amount (D) Price	Hillenbrand, Inc. [HI]	Circuit Circ	Hillenbrand, Inc. [HI] Director Joynoparis Joynop

Explanation of Responses:

- (1) Conversion of Exercise Price of Derivative Securities is 1-for-1.
- (2) Restricted Stock Units vest 20% on 11/12/14; 20% on 11/12/15; 20% on 11/12/16 and 40% on 11/12/17.

Reporting Owners

Reporting Owner 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

11/13/2014

** 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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