

# HILLENBRAND, INC.

Reported by  
**GREENWAY JOY M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/14 for the Period Ending 12/31/13

|             |                                                  |
|-------------|--------------------------------------------------|
| Address     | ONE BATESVILLE BOULEVARD<br>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**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 * |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                                        |  |  |
| <b>Greenway Joy M</b>                     |         |          | <b>Hillenbrand, Inc. [ HI ]</b>                   |  |  | <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |                                                                                                                                                                                                |  |  |
| <b>ONE BATESVILLE BOULEVARD</b>           |         |          | <b>12/31/2013</b>                                 |  |  |                                                                                                                                                                                                |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                    |  |  |
| <b>BATESVILLE, IN 47006</b>               |         |          |                                                   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                |  |  |
| (City)                                    |         |          | (State)                                           |  |  | (Zip)                                                                                                                                                                                          |  |  |

### 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 |                                            |                                                                                                     |                                                                                  |                                                        |
| <b>Restricted Stock Units (Deferred Stock Award 2/27/13)</b> | (1)                                                    | 12/31/2013     |                                   | A<br>(2)                  |   | 13                                                                                     | (3)                                     | (3) | Common Stock                                                                      | 13              | \$29.405                                   | 2045                                                                                                | D                                                                                |                                                        |

#### Explanation of Responses:

- (1) Conversion of Exercise Price of Derivative Securities 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.

#### Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| <b>Greenway Joy M<br/>ONE BATESVILLE BOULEVARD<br/>BATESVILLE, IN 47006</b> | X             |           |         |       |

#### Signatures

By Carol A. Roell As Attorney-in-Fact for Joy M. Greenway

1/3/2014

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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