

HILLENBRAND, INC.

Reported by
DREYER ELIZABETH E.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/20/13 for the Period Ending 12/19/13

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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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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 * DREYER ELIZABETH E. (Last) (First) (Middle) ONE BATESVILLE BOULEVARD (Street) BATESVILLE, IN 47006 (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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP Cont. & Chief Acct. Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/19/2013</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) (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 | | | | |

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) |
|---|--|----------------|-----------------------------------|---------------------------|--|---|-------------------|---|----------------------------|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (Deferred Stock Award) 12/19/13 | (1) | 12/19/2013 | | A | 5235 | 12/20/2014 (2) | 12/20/2016 (2) | Common Stock | 5235 | \$28.65 | 5235 | D | |

Explanation of Responses:

- (1) Conversion of Exercise Price of Derivative Securities is 1-for-1.
- (2) Restricted stock units vest 25% on 12/20/2014; 25% on 12/20/2015; and 50% on 12/20/2016.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| DREYER ELIZABETH E. ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | | | VP Cont. & Chief Acct. Officer | |

Signatures

By Carol A. Roell As Attorney-In-Fact for Elizabeth E. Dreyer

12/20/2013

** 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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