

HILLENBRAND, INC.

Reported by
LUCCHESI CYNTHIA L

FORM 4

(Statement of Changes in Beneficial Ownership)

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

Address	ONE BATESVILLE BOULEVARD 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**

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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 * Lucchese Cynthia L <small>(Last) (First) (Middle)</small> ONE BATESVILLE BOULEVARD <small>(Street)</small> BATESVILLE, IN 47006 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/19/2013 4. If Amendment, Date Original Filed (MM/DD/YYYY)	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) Senior Vice President & CFO 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
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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			
Common Stock	12/19/2013		M		36035	A	\$25.63	85454	D	
Common Stock	12/19/2013		M		31430	A	\$14.89	116884	D	
Common Stock	12/19/2013		M		25984	A	\$18.53	142868	D	
Common Stock	12/19/2013		M		26160	A	\$19.495	169028	D	
Common Stock	12/19/2013		M		15768	A	\$22.26	184796	D	
Common Stock	12/19/2013		M		8970	A	\$20.675	193766	D	
Common Stock	12/19/2013		S		144347	D	\$28.614	49419	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$25.63	12/19/2013		M		36035	1/7/2009	1/7/2018	Common Stock	36035	\$0	0	D	
Employee Stock Option (Right to Buy)	\$14.89	12/19/2013		M		31430	12/18/2009	12/18/0018	Common Stock	31430	\$0	0	D	
Employee Stock Option (Right to Buy)	\$18.53	12/19/2013		M		25984	12/1/2010	12/1/2019	Common Stock	25984	\$0	0	D	
Employee Stock Option (Right to Buy)	\$19.495	12/19/2013		M		26160	12/6/2011	12/6/2020	Common Stock	26160	\$0	0	D	

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						
Employee Stock Option (Right to Buy)	\$22.26	12/19/2013		M			15768	12/6/2012 (1)	12/6/2021	Common Stock	15768	\$0	7884	D			
Employee Stock Option (Right to Buy)	\$20.675	12/19/2013		M			8970	12/4/2013 (1)	12/4/2022	Common Stock	8970	\$0	17940	D			

Explanation of Responses:

(1) The option vests in three equal annual installments beginning on the date indicated.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucchese Cynthia L ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006			Senior Vice President & CFO	

Signatures

By Carol A. Roell As Attorney-In-Fact for Cynthia L. Lucchese

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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