

ROCKWOOD FREDERICK W

Form 4

April 01, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROCKWOOD FREDERICK W

2. Issuer Name **and** Ticker or Trading  
Symbol  
HILLENBRAND INDUSTRIES  
INC [HB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
700 STATE ROUTE 46E  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

BATESVILLE, IN 47006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	04/01/2005		M <sup>(7)</sup>		3,750	A	\$ 29.9688	16,844	D
Common Stock	04/01/2005		S		2,752	D	\$ 55.0025	14,092	D
Common Stock								15,470	I
									By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <u>(2)</u>	03/31/2005		A <u>(1)</u>		52		01/02/2010	01/02/2010	Common Stock
Restricted Stock Units (Deferred Stock Award) 12/3/03(5 yr)	\$ 0 <u>(2)</u>	03/31/2005		A <u>(1)</u>		72		12/04/2005 <u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock Units	\$ 0 <u>(2)</u>	03/31/2005		A <u>(1)</u>		46		01/03/2005 <u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units (Deferred Stock Award)-12/15/04(5 yr)	\$ 0 <u>(2)</u>	03/31/2005		A <u>(1)</u>		66		12/16/2006 <u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units (Deferred Stock Award)12/15/04(1 yr.)	\$ 0 <u>(2)</u>	03/31/2005		A <u>(1)</u>		10		12/16/2005 <u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.9688	04/01/2005		M <u>(7)</u>		3,750		08/23/2000	08/23/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCKWOOD FREDERICK W 700 STATE ROUTE 46E BATESVILLE, IN 47006	X		President & CEO	

## Signatures

Frederick W.  
Rockwood

04/01/2005

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

\* 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).

(1) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(2) Conversion or Exercise Price of Derivative Security is 1-for-1.

Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be

(3) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(4) Phantom stock units will be paid in five (5) equal annual installments beginning on the date indicated.

Restricted Stock Units vest 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically

(5) be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(6) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(7) These Stock Options were exercised, and underlying shares were sold pursuant to a 10(b)5 Plan previously executed by the Insider.

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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