Hillenbrand, Inc. Form 4 October 02, 2008

### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Zerkle John R

Symbol Hillenbrand, Inc. [HI]

(Check all applicable)

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

ONE BATESVILLE BOULEVARD

(First)

09/30/2008

(Month/Day/Year)

X\_ Officer (give title Other (specify below)

Senior V.P. Gen. Counsel & Sec

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) Applicable Line)

> > (A)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

BATESVILLE, IN 47006

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code

Following Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. P. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Der Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4) Seci Edgar Filing: Hillenbrand, Inc. - Form 4

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative (Ins Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Shares Restricted Stock Units Common (3)  $A^{(2)}$ 41 (Deferred 09/30/2008 12/06/2009<sup>(3)</sup> 41 (1) Stock Stock Award) 12/5/07

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zerkle John R

ONE BATESVILLE BOULEVARD Senior V.P. Gen. Counsel & Sec

BATESVILLE, IN 47006

# **Signatures**

Carol A. Roell As Attorney-In-Fact for John R. Zerkle 10/02/2008

\*\*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) Conversion or 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.

Restricted Stock Units vest 20% on 12/6/2009; 25% on 12/6/2010; 25% on 12/6/2011 and 30% on 12/6/2012. Stock units will

(3) automatically 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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