DENNIS KIMBERLY K

Form 4 July 03, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549

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

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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

DENNIS KIMBERLY K

2. Issuer Name and Ticker or Trading Symbol

Hillenbrand, Inc. [HI]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

ONE BATESVILLE BOULEVARD 06/29/2012

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

BATESVILLE, IN 47006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Number:

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) below) Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Price

Common Stock

Code V Amount (D)

(A)

or

4. Securities

59,143 (2)

D

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 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)

(9-02)

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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. Transacti Code (Instr. 8)	onof Derivative	6. Date Exercisable and Expirat Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11	<u>(1)</u>	06/29/2012		A	255	04/02/2012(3)	04/02/2016(3)	Common Stock	255

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DENNIS KIMBERLY K

ONE BATESVILLE BOULEVARD Senior Vice President

BATESVILLE, IN 47006

Signatures

Carol A. Roell as Attorney-In-Fact for Kimberly K.
Dennis
07/03/2012

**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 of Exercise Price of Derivative Security is 1-for-1.
- (2) Includes 47,136 shares and units of Restricted Stock subject to vesting conditions based on the Company's performance.
- (3) Restricted stock units vested 15% on 4/2/12. The remaining units vest 15% on 4/2/13, 20% on 4/2/14, 20% on 4/2/15; and 30% on 4/2/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

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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