HILLENBRAND INDUSTRIES INC

Form 4

December 16, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DE MAYNADIER PATRICK D

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

HILLENBRAND INDUSTRIES INC [HB]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

X_ Officer (give title Other (specify

below)

below) VP, Gen. Counsel & Secretary

10% Owner

700 STATE ROUTE 46E

12/15/2004

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

BATESVILLE, IN 47006

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

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

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

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4)

Owned

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Execution Date, if

(Month/Day/Year)

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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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title Underl (Instr.

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option - Right To Buy	(1)	12/15/2004		A	18,000		12/15/2005(2)	12/15/2014(2)	Comi Sto
Restricted Stock Units(Deferred Stock Award)12/15/04 (5 yr.)	<u>(1)</u>	12/15/2004		A	3,000		12/15/2006(3)	(3)	Comi Sto
Restricted Stock Units(Deferred Stock Award)12/15/04(1 yr.)	(1)	12/15/2004		A	270		12/15/2005(4)	<u>(4)</u>	Comi Sto

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DE MAYNADIER PATRICK D 700 STATE ROUTE 46E BATESVILLE, IN 47006

VP, Gen. Counsel & Secretary

Signatures

Patrick D. de Maynadier 12/16/2004

**Signature of Reporting Date
Person

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 Security is 1-for-1.
- (2) The option vests in three equal annual installments beginning on the date indicated.
 - Restricted Stock Units vest 20% on 12/15/06; 25% on 12/15/07; 25% on 12/15/08; and 30% on 12/15/09. Stock units will automatically
- (3) 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.
- (4) 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 dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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