HILLENBRAND INDUSTRIES INC

Form 4

January 04, 2005

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Section

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

burden hours per response... 0.5

See Instruction 1(b).

1(0).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HILLENBRAND W AUGUST			2. Issuer Name and Ticker or Trading Symbol HILLENBRAND INDUSTRIES INC [HB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 700 STATE F	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004	X Director 10% Owner Officer (give title below) Other (specify below)
BATESVILL	(Street) E, IN 47006		4. If Amendment, Date Original Filed(Month/Day/Year)	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 Ac	quired, Disposed of, or Beneficially Owned

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose	d of (D)	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)
Common Stock	01/04/2005		J <u>(5)</u>	0 (5)	D		302,575	I	By Limited Partnership (5) (6)
Common Stock							272,443	I	By GRATs
Common Stock							110,851	I	By Spouse's GRAT (7)
Common Stock							154,584	I	By Spouse as Co-Trustee (7)
Common Stock							442,000	I	Co-Trustee

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Common Stock						37,407	I	By Trusts for Grandchildren
Common Stock						49,304	I	By Family LLC
Common Stock						1,532,910	I	By Trusts
Common Stock	01/03/2005	A	732	A	\$ 55.54	241,455	D	
Common Stock	01/03/2005	F	218	D	\$ 55.54	241,237	D	

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Am Underlying Sect (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	A or Title N of SI
Phantom Stock Units (Long Term Performance Shares)	\$ 0 <u>(1)</u>	12/31/2004		A(2)	852	02/08/2005(3)	02/08/2005(3)	Common Stock
Phantom Stock Units (Restricted)	\$ 0 (1)	12/31/2004		A(2)	7	<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Units (i.e. Deferred Stock Award) 2/13/04	\$ 0 (1)	12/31/2004		A(2)	7	02/14/2005(4)	<u>(4)</u>	Common Stock

Phantom

Stock Units (Restricted)

 $$0^{(1)}$

01/03/2005

A

732

(8)

(8)

Common Stock

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer

Owner

Other

HILLENBRAND W AUGUST

700 STATE ROUTE 46E BATESVILLE, IN 47006 X

Signatures

W August

Hillenbrand

01/04/2005

**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) Conversion or Exercise Price of Derivative Security is 1-for-1.
- (2) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) All of these stock units will be converted into shares of common stock on 2/8/05.
- (4) These stock units shall vest on the later of the date indicated, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.
- (5) The Reporting Person transferred a portion of the limited partner interests in this limited partnership to his five adult children in exchange for cash and promissory notes.
- (6) The Reporting Person is only a limited partner and he disclaims beneficial ownership of the securities held by the limited partnership except to the extent of this pecuniary interest.
- (7) Reporting person disclaims beneficial ownership of these securities.
- (8) A portion of these stock units will automatically be converted into shares of common stock on 1/3/2005 and the remainder will be converted on 1/2/06.

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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