

HILLENBRAND INDUSTRIES INC
 Form 4
 January 04, 2005

FORM 4

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

OMB APPROVAL

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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

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

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)		
				(A) or (D)	Price				
				Code V	Amount				
Common Stock	01/04/2005		J ⁽⁵⁾	0 ⁽⁵⁾	D	\$ 0 ⁽⁵⁾	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	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 Amount of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Phantom Stock Units (Long Term Performance Shares)	\$ 0 ⁽¹⁾	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	⁽⁸⁾	⁽⁸⁾	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⁾	⁽⁴⁾	Common Stock

