

Hillenbrand, Inc.
Form 4
October 01, 2014

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

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---|------------|-------------|---|------------------|-----------------|--------------|----------------------------|
| | (A) | (D) | | | | | | |
| Restricted Stock Units (Deferred Stock Award) 2/13/04 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 12 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |
| Restricted Stock Units (Deferred Stock Award) 2/13/06 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |
| Restricted Stock Units (Deferred Stock Award) 2/9/07 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |
| Restricted Stock Units (Deferred Stock Award) 2/11/08 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 38 |
| Restricted Stock Units (Deferred Stock Award 2/24/10) | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 33 |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 30 |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | <u>(1)</u> | 09/30/2014 | <u>A(2)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 29 |

| | | | | | | | | |
|--|-----|------------|------|----|-----|-----|--------------|------------|
| Restricted Stock Units (Deferred Stock Award) 2/27/13 | (1) | 09/30/2014 | A(2) | 26 | (3) | (3) | Common Stock | 26 |
| Restricted Stock Units (Deferred Stock Award) 2/26/14) | (1) | 09/30/2014 | A(2) | 21 | (3) | (3) | Common Stock | 21 |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | (1) | | | | (3) | (3) | Common Stock | 38,883 (4) |
| Deferred Director Fees | (1) | 09/30/2014 | A(2) | 73 | (5) | (5) | Common Stock | 73 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | | | | |

Signatures

By Carol A. Roell As Attorney-In-Fact for W August Hillenbrand 10/01/2014

**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 Securities is 1-for-1.

(2) Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.

(3) These stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company; the reporting person's death or permanent and total disability, or the six-month anniversary of the date the reporting person ceases to be a director of the Company.

(4) This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.

(5) These stock units will automatically be converted into shares of common stock on the later of the date the Director ceases to be a member of the Board of Directors or January 1, 2015.

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

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