

HILLENBRAND INDUSTRIES INC

Form 4

April 03, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dickey John H

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)  
1069 STATE ROUTE 46 EAST  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice President, Human Resource

BATESVILLE, 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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | 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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|

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| (Instr. 3)                                                               | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)   | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                       |                    |                 |                                        | (Instr. 9) |
|--------------------------------------------------------------------------|------------------------------------|------------------|--------------|-------------------------------------------------------------------------------------------------|-----|-----|-----------------------|--------------------|-----------------|----------------------------------------|------------|
|                                                                          |                                    |                  | Code         | V                                                                                               | (A) | (D) | Date Exercisable      | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |            |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>12/3/03  | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 6   |     | 12/04/2007 <u>(3)</u> | <u>(3)</u>         | Common<br>Stock | 6                                      | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>12/15/04 | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 5   |     | 12/16/2007 <u>(4)</u> | <u>(4)</u>         | Common<br>Stock | 5                                      | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>12/15/04 | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 8   |     | 12/16/2007 <u>(4)</u> | <u>(4)</u>         | Common<br>Stock | 8                                      | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>11/30/05 | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 10  |     | 12/01/2007 <u>(5)</u> | <u>(5)</u>         | Common<br>Stock | 10                                     | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>1/31/06  | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 11  |     | 02/01/2008 <u>(6)</u> | <u>(6)</u>         | Common<br>Stock | 11                                     | \$ 5       |
| Restricted                                                               | <u>(1)</u>                         | 03/30/2007       | A <u>(2)</u> |                                                                                                 | 15  |     | 12/01/2008 <u>(7)</u> | <u>(7)</u>         | Common          | 15                                     | \$ 5       |

Stock  
Units  
(Deferred  
Stock  
Award)  
11/30/06 5  
Yr.

Stock

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                         |       |
|-------------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                                 | Other |
| Dickey John H<br>1069 STATE ROUTE 46 EAST<br>BATESVILLE, IN 47006 |               |           | Vice<br>President,<br>Human<br>Resource |       |

## Signatures

John H. Dickey                      04/03/2007

\_\_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) Restricted Stock Units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) Restricted Stock Units vest 20% on 12/4/05, 25% on 12/4/06, 25% on 12/4/07 and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

(4) Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07, 25% on 12/16/08 and 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

(5) Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

(6) Restricted Stock Units vest 20% on 2/1/08, 25% on 2/1/09, 25% on 2/1/10 and 30% on 2/1/11. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

(7) Restricted Stock Units vest 20% on 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically 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.

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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