

HILLENBRAND W AUGUST
Form 4
July 02, 2008

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)

B - 300 WINDING WAY SUITE
200

(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)
06/30/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	9,874 ⁽¹⁾	D	
Common Stock				(A) or (D)	185,254	I	By GRATs ⁽²⁾
Common Stock				(A) or (D)	48,394	I	By Spouse's GRAT ⁽²⁾
Common Stock				(A) or (D)	71,771	I	By Family LLC ⁽²⁾
Common Stock				(A) or (D)	954,520	I	By Trusts ⁽²⁾

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Common Stock	37,407	I	By Trusts for Grandchildren <u>(2)</u>
Common Stock	8,222	I	W August Hillenbrand 2003 Option GRAT <u>(2)</u>
Common Stock	318,216 <u>(1)</u>	I	May 1, 2008 GRAT

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(3)</u>	06/30/2008		<u>A</u> ⁽⁵⁾	13	<u>(4)</u>	<u>(4)</u>	Common Stock	13	\$ 21.4
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(3)</u>	06/30/2008		<u>A</u> ⁽⁵⁾	17	<u>(4)</u>	<u>(4)</u>	Common Stock	17	\$ 21.4
	<u>(3)</u>	06/30/2008		<u>A</u> ⁽⁵⁾	16	<u>(4)</u>	<u>(4)</u>		16	\$ 21.4

Restricted
Stock
Units
(Deferred
Stock
Award)
2/13/06

Common
Stock

Restricted
Stock
Units
(Deferred
Stock
Award)
2/9/07

(3)

06/30/2008

A⁽⁵⁾

16

(4)

(4)

Common
Stock

16

\$ 21.4

Restricted
Stock
Units
(Deferred
Stock
Award)
2/11/08

(3)

06/30/2008

A⁽⁵⁾

15

(4)

(4)

Common
Stock

15

\$ 21.4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILLENBRAND W AUGUST
B - 300 WINDING WAY SUITE 200 X
BATESVILLE, IN 47006

Signatures

Carol A. Roell As Attorney-In-Fact for W August
Hillenbrand

07/02/2008

**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) This amount reflects the transfer of shares of stock from Reporting Person to a GRAT. This transfer of stock qualifies only as a change in the form of the Reporting Person's beneficial ownership and, as such, has not been previously reported.
- (2) Reporting person disclaims beneficial ownership of these securities.
- (3) Conversion or Exercise Price of Derivative Securities is 1-for-1.

These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will not occur until the later of one year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

- (5) Restricted 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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