WILSON PAUL DOUGLAS

Form 4 October 01, 2012

FORM 4

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

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5

subject to

obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILSON PAUL DOUGLAS

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction

(Check all applicable)

(Last)

(First)

ONE BATESVILLE BOULEVARD

(Month/Day/Year)

Director 10% Owner X_ Officer (give title

09/28/2012

Other (specify

below)

Sr. VP, & Chief Adm. Officer

6. Individual or Joint/Group Filing(Check

(Street)

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

Applicable Line)

X Form filed by One Reporting Person

BATESVILLE, IN 47006

Form filed by More than One Reporting

Person

(City) 1.Title of

Security

(Instr. 3)

(State)

(Zip)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3.

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or 5. Amount of Securities Beneficially

> Owned Following

(D) or

(Instr. 4)

D

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership

(Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4)

Common

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

83,359 (4)

Stock

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

(Month/Day/Year)

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: WILSON PAUL DOUGLAS - Form 4

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) Instr. 3,		Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 3/24/08	<u>(1)</u>	09/28/2012		A(2)	24	03/25/2010(3)	(3)	Common Stock	24	\$ 1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILSON PAUL DOUGLAS ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006

Sr. VP, & Chief Adm. Officer

Signatures

Carol A. Roell as Attorney-in-Fact for Paul Douglas Wilson

10/01/2012

**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 Securities is 1-for-1.
- (2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
 - Restricted Stock Units vested 20% on 3/25/2010, 25% on 3/25/2011, and 25% on 3/25/2012. The remaining units fully vest on 3/25/2013.
- (3) 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.
- (4) Includes 57,461 shares and units of Restricted Stock subject to vesting conditions based on the Company's financial performance.

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.

Reporting Owners 2