Edgar Filing: Hillenbrand, Inc. - Form 4

Form 4											
January 03, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								N.T.	OMB APPROVAL		
Washington, D.C. 20549								N OMB Number:	3235-02	-	
Check this box if no longer					Expires:	January	31, 005				
subject to Section 16. Form 4 or						Estimated burden hou response	Estimated average burden hours per response 0				
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ises)										
1. Name and Address CLOUES EDWA	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI]				5. Relationship of Reporting Person(s) to Issuer					
						n	(Check all applicable)				
(Last) (First) (Middle) 1133 FOREST HILL DRIVE			3. Date of Earliest Transaction(Month/Day/Year)12/31/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)					
				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				
LOWER GWYN	EDD, PA 1	9002					Form filed by Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	ole I - Non-l	Derivati	ve Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Dispos		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 o Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amour	nt (D) Price	e (Instit 5 und 1)				
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	-	-	-				
					info req disp	rmation cor uired to resp	espond to the colle ntained in this form pond unless the fo ently valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 5/14/10	(3)	12/31/2012	A <u>(1)</u>		19	(2)	(2)	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 2/23/11	<u>(3)</u>	12/31/2012	A <u>(1)</u>		39	(2)	(2)	Common Stock	39
Restricted Stock Units (Deferred Stock Award) 2/22/12	<u>(3)</u>	12/31/2012	A <u>(1)</u>		36	(2)	(2)	Common Stock	36
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(3)					(2)	(2)	Common Stock	10,974 (4)

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CLOUES EDWARD B II 1133 FOREST HILL DRIVE LOWER GWYNEDD, PA 19002	Х			
Signatures				
Carol A. Roell As Attorney-In-Fac	01/03/2013			

Cloues, II

**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) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(2) These stock units vest on the date of grant, but delivery of the underlying shares will not occur until the six month anniversary of the date(2) that the applicable director ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights which accure on dividend record date.

(3) Conversion or Exercise Price of Derivative Securities is 1-for-1.

This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This

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

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.