Hillenbrand, Inc. Form 3 April 10, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Hillenbrand, Inc. [HI] **TRAINOR CHRISTOPHER** (Month/Day/Year) 04/02/2015 Η (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ONE BATESVILLE (Check all applicable) **BOULEVARD** (Street) 6. Individual or Joint/Group Director 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Interim Pres of Op Co Person BATESVILLE, INÂ 47006 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership Form: (Instr. 5) (Instr. 4) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 5,161 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	12/06/2012(1)	12/06/2021	Common Stock	1,857	\$ 22.26	D	Â
Employee Stock Option (Right to Buy)	12/04/2013(1)	12/04/2022	Common Stock	4,647	\$ 20.675	D	Â
Employee Stock Option (Right to Buy)	12/03/2014(1)	12/03/2023	Common Stock	4,993	\$ 28.155	D	Â
Employee Stock Option (right to buy)	12/03/2015(1)	12/03/2024	Common Stock	7,454	\$ 32.655	D	Â
Restricted Stock Units (Deferred Stock Award) 7/18/12	07/19/2015(2)	07/19/2016	Common Stock	6,758	\$ <u>(1)</u>	D	Â
Restricted Stock Units (Deferred Stock Award) 12/3/14	12/04/2015(3)	12/04/2016	Common Stock	3,905	\$ <u>(1)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
TRAINOR CHRISTOPHER H ONE BATESVILLE BOULEVARD BATESVILLE. IN 47006	Â	Â	Interim Pres of Op Co	Â	

Signatures

Carol A. Roell as Attorney-In-Fact for Christopher H.
Trainor

04/10/2015

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options vest in three equal annual installments beginning on the date indicated.
- (2) Restricted stock units vested 20% on 7/19/13; and 25% on 7/19/14. The remaining units vest 25% on 7/19/15 and 30% on 7/19/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

Date

(3) Restricted stock units vest 33% on 12/4/15; and 67% on 12/4/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

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