

Hillenbrand, Inc.  
Form 4  
July 03, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CLOUES EDWARD B II

(Last) (First) (Middle)  
1133 FOREST HILL DRIVE  
(Street)

LOWER GWYNEDD, PA 19002  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2012

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| Derivative Security                                   | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |            | Code             | V | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|---|------------|------------------|---|------------------|-----------------|--------------|----------------------------|
|   | (A)   | (D)        |                  |   |                  |                 |              |                            |
| Restricted Stock Units (Deferred Stock Award) 5/14/10 | (3)   | 06/29/2012 | A <sup>(1)</sup> |   | (2)              | (2)             | Common Stock | 22                         |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | (3)   | 06/29/2012 | A <sup>(1)</sup> |   | (2)              | (2)             | Common Stock | 46                         |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | (3)   | 06/29/2012 | A <sup>(1)</sup> |   | (2)              | (2)             | Common Stock | 43                         |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL               | (3)   |            |                  |   | (2)              | (2)             | Common Stock | 10,766 <sup>(4)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CLOUES EDWARD B II<br>1133 FOREST HILL DRIVE<br>LOWER GWYNEDD, PA 19002 |               |           | X       |       |

## Signatures

Carol A. Roell As Attorney-In-Fact for Edward B. Cloues, II 07/03/2012

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

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 that the applicable director ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

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- (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 reported 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.

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