Hillenbrand, Inc. Form 4 July 02, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ONE BATESVILLE BOULEVARD

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

George Scott P.

Hillenbrand, Inc. [HI]

(Check all applicable)

(Last)

1. Title of

Security

(Instr. 3)

(Middle) (First)

3. Date of Earliest Transaction

Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Month/Day/Year)

06/28/2013

below)

below) Sr. VP, Corporate Development

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

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

BATESVILLE, IN 47006

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

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

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Owned

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Deriva Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Securit Edgar Filing: Hillenbrand, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	((Month/Day/Year)	(Instr.	8)	Securi Acqui (A) or Dispo of (D) (Instr. and 5)	red sed 3, 4,					(Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/1/12	(1)	06/28/2013		A(2)		109		<u>(3)</u>	<u>(3)</u>	Common Stock	109	\$ 23.

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
George Scott P.			Sr. VP,					
ONE BATESVILLE BOULEVARD			Corporate					
BATESVILLE, IN 47006			Development					

Signatures

By Carol A. Roell As Attorney-In-Fact for Scott P. 07/02/2013

**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.
- (3) Restricted Stock Units vest 30% on 2/2/2014, 30% on 2/2/2015 and 40% on 2/2/2016. 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. 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.

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