

ROCKWOOD FREDERICK W
Form 4
April 01, 2005

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 *
ROCKWOOD FREDERICK W

2. Issuer Name and Ticker or Trading Symbol
HILLENBRAND INDUSTRIES INC [HB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 STATE ROUTE 46E
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

BATESVILLE, IN 47006

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	04/01/2005		M ⁽⁷⁾		3,750	A	\$ 29.9688	16,844	D	
Common Stock	04/01/2005		S		2,752	D	\$ 55.0025	14,092	D	
Common Stock								15,470	I	By Spouse

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

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽²⁾	03/31/2005		A ⁽¹⁾	52	01/02/2010	01/02/2010	Common Stock
Restricted Stock Units (Deferred Stock Award) 12/3/03(5 yr)	\$ 0 ⁽²⁾	03/31/2005		A ⁽¹⁾	72	12/04/2005 ⁽³⁾	⁽³⁾	Common Stock
Phantom Stock Units	\$ 0 ⁽²⁾	03/31/2005		A ⁽¹⁾	46	01/03/2005 ⁽⁴⁾	⁽⁴⁾	Common Stock
Restricted Stock Units (Deferred Stock Award)-12/15/04(5 yr)	\$ 0 ⁽²⁾	03/31/2005		A ⁽¹⁾	66	12/16/2006 ⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units (Deferred Stock Award)12/15/04(1 yr.)	\$ 0 ⁽²⁾	03/31/2005		A ⁽¹⁾	10	12/16/2005 ⁽⁶⁾	⁽⁶⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.9688	04/01/2005		M ⁽⁷⁾	3,750	08/23/2000	08/23/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCKWOOD FREDERICK W 700 STATE ROUTE 46E BATESVILLE, IN 47006	X		President & CEO	

Signatures

Frederick W.
Rockwood

04/01/2005

__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) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (2) Conversion or Exercise Price of Derivative Security is 1-for-1.

Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be

- (3) 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) Phantom stock units will be paid in five (5) equal annual installments beginning on the date indicated.
Restricted Stock Units vest 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically
- (5) 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.
- (6) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.
- (7) These Stock Options were exercised, and underlying shares were sold pursuant to a 10(b)5 Plan previously executed by the Insider.

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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