

HILLENBRAND INDUSTRIES INC  
 Form 4  
 May 17, 2007

**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 \*  
**HILLENBRAND RAYJ**

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)  
 1069 STATE ROUTE 46E  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2007

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 05/15/2007                           |  | M                              | 2,000   | A \$ 63.25  | 120,079  | D  |
| Common Stock                    | 05/15/2007                           |  | M                              | 4,000   | A \$ 46.4375  | 124,079  | D  |
| Common Stock                    | 05/15/2007                           |  | M                              | 4,000   | A \$ 31.75  | 128,079  | D  |
| Common Stock                    | 05/15/2007                           |  | M                              | 4,000   | A \$ 47.175   | 132,079  | D  |
| Common Stock                    | 05/15/2007                           |  | M                              | 4,000   | A \$ 63.03  | 136,079  | D  |

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|              |            |   |        |   |                      |         |   |   |
|--------------|------------|---|--------|---|----------------------|---------|---|---|
| Common Stock | 05/15/2007 | M | 10,000 | A | \$ 48.51             | 146,079 | D |   |
| Common Stock | 05/15/2007 | S | 28,000 | D | \$<br>66.3805<br>(3) | 118,079 | D |   |
| Common Stock |            |   |        |   |                      | 222,854 | I | Dakota Partnership<br>(2)                       |
| Common Stock |            |   |        |   |                      | 128,975 | I | Trustee for Dakota Charitable Foundation<br>(2) |

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

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(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 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 Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Director Stock Option (Right to Buy) 4/8/1998  | \$ 63.25<br>(1)  | 05/15/2007                           |  | M                              | 2,000   | 04/08/1999   | 04/08/2008      | Common Stock  | 2,000                      |
| Director Stock Option (Right to Buy) 4/14/1999 | \$ 46.4375<br>(1)                                      | 05/15/2007                           |  | M                              | 4,000   | 04/14/2000   | 04/14/2009      | Common Stock  | 4,000                      |
| Director Stock                                 | \$ 31.75<br>(1)  | 05/15/2007                           |  | M                              | 4,000   | 04/12/2001   | 04/12/2010      | Common Stock  | 4,000                      |

Option  
(Right to  
Buy)  
4/12/2000

Director  
Stock

|  |                         |            |   |       |            |            |                 |       |
|--|-------------------------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy)<br>4/11/2001 | \$ 47.175<br><u>(1)</u> | 05/15/2007 | M | 4,000 | 04/11/2002 | 04/11/2011 | Common<br>Stock | 4,000 |
|--|-------------------------|------------|---|-------|------------|------------|-----------------|-------|

Director  
Stock

|  |                        |            |   |       |            |            |                 |       |
|--|------------------------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy)<br>4/10/2002 | \$ 63.03<br><u>(1)</u> | 05/15/2007 | M | 4,000 | 04/10/2003 | 04/10/2012 | Common<br>Stock | 4,000 |
|--|------------------------|------------|---|-------|------------|------------|-----------------|-------|

Director  
Stock

|  |                        |            |   |        |            |            |                 |        |
|--|------------------------|------------|---|--------|------------|------------|-----------------|--------|
| Option<br>(Right to<br>Buy)<br>2/13/2003 | \$ 48.51<br><u>(1)</u> | 05/15/2007 | M | 10,000 | 02/13/2004 | 02/13/2013 | Common<br>Stock | 10,000 |
|--|------------------------|------------|---|--------|------------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HILLENBRAND RAYJ<br>1069 STATE ROUTE 46E<br>BATESVILLE, IN 47006 | X             |           |         |       |

## Signatures

Ray J.  
Hillenbrand 05/17/2007

\*\*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 Security is 1-for-1.
- (2) Reporting person disclaims beneficial ownership of these securities.
- (3) Prices for the stock sold ranged from \$66.00 to \$67.00 per share.

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.