

HILLENBRAND RAYJ  
 Form 4  
 July 03, 2012

**FORM 4**

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

OMB APPROVAL

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**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**

(Last) (First) (Middle)  
 606 MAIN STREET  
 (Street)  
 RAPID CITY, SD 57701  
 (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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities	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	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) 2/13/04	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	101
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	99
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	53
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	49
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	48
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	57
Restricted Stock Units (Deferred Stock Award) 2/24/10	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	50
Restricted Stock Units(Deferred Stock Award)2/23/11	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/22/12	<u>(1)</u>	06/29/2012	A <sup>(2)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	43
	<u>(1)</u>				<u>(3)</u>	<u>(3)</u>		

