Hillenbrand, Inc. Form 4 January 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

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 * MENASCE EDUARDO S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction

(Check all applicable)

OMB

Number:

Expires:

(First) (Middle) (Last)

(Street)

(Month/Day/Year)

12/31/2009

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

31 JOHNSON PLACE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

RYE, NY 10580

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

(9-02)

(A) or

Reported Transaction(s)

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

(Instr. 3, 4 and 5)

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 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 5. 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Derivati Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) Security (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative (Instr. 5)

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	i I				
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/11/05	(1)	12/31/2009	A <u>(2)</u>	21	(3)	(3)	Common Stock	21	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/13/06	(1)	12/31/2009	A <u>(2)</u>	20	(3)	(3)	Common Stock	20	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(I)</u>	12/31/2009	A <u>(2)</u>	20	(3)	(3)	Common Stock	20	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(I)</u>	12/31/2009	A <u>(2)</u>	20	<u>(3)</u>	<u>(3)</u>	Common Stock	20	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	12/31/2009	A <u>(2)</u>	50	<u>(4)</u>	<u>(4)</u>	Common Stock	50	\$ 18.8

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MENASCE EDUARDO S 31 JOHNSON PLACE

X

RYE, NY 10580

Signatures

Carol A. Roell As Attorney-In-Fact for Eduardo R. Menasce

01/05/2010

**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.
- These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will not occur until the later (3) of one year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- These stock units shall vest upon the reporting person's retirement from the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates. The delivery of shares underlying such restricted stock units will occur on the later of one year from the date of the grant, or the six month anniversary of the date that the applicable director ceases to be a member of the Board of Directors.

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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