

TAYLOR STUART A II
Form 4
January 04, 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 *
TAYLOR STUART A II

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TAYLOR GROUP LLC, 155
NORTH WACKER DRIVE, 42ND
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2011

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

(Street)

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

CHICAGO, IL 60606

(City) (State) (Zip)

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 (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.

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities |
|---------------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|
|---------------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | (1) | 12/30/2011 | A(4) | | 45 | | (5) | (5) | Common Stock | 45 |
| Restricted Stock Units (Deferred Stock Award) 2/24/10 | (1) | 12/30/2011 | A(4) | | 41 | | (5) | (5) | Common Stock | 41 |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | (1) | 12/30/2011 | A(4) | | 37 | | (5) | (5) | Common Stock | 37 |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | (1) | | | | | | (5) | (5) | Common Stock | 14,487 (6) |
| Deferred Director Fees | (1) | 12/30/2011 | A(2) | | 76 | | (3) | (3) | Common Stock | 76 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR STUART A II TAYLOR GROUP LLC 155 NORTH WACKER DRIVE, 42ND FLOOR CHICAGO, IL 60606 | X | | | |

Signatures

Carol A. Roell As Attorney-In-Fact for Stuart A. Taylor, II

01/04/2012

__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) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.

These stock units will automatically be converted into shares of common stock in two annual installments. The first installment will be

(3) made on the date the Director ceases to be a Member of the Board of Directors of the Company. The second installment will be made on the one year anniversary of the date the director ceases to be a Member of the Board of Directors of the Company.

(4) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

These stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the later of one year from

(5) 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. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This

(6) cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.

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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