TAYLOR STUART A II

Form 4

February 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TAYLOR STUART A II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Check all applicable)

Issuer

below)

(Last)

(Middle)

Hillenbrand, Inc. [HI] 3. Date of Earliest Transaction

(Month/Day/Year)

02/27/2013

X_ Director Officer (give title

10% Owner

Other (specify

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

(First)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60606

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)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 Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	B) A (A C (I (I	Securition Acquire A) or Dispose D) Instr. 3, and 5)	d d of	(Month/Day/	Year)	(Instr. 3 and 4)		Secu (Instr
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award 2/27/13)	<u>(1)</u>	02/27/2013		A	3	3,898		(2)	<u>(2)</u>	Common Stock	3,898	\$ 2

Reporting Owners

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

Signatures

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

02/28/2013 Date

**Signature of Reporting Person

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.

These stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company; the reporting person's death or permanent and total disability, or the six-month anniversity of the date the reporting person ceases to be a director of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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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