HENDERSON JAMES A
Form 4
October 01, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDERSON JAMES A

(Last) (First) (Middle)

4228 RIVERSIDE

(Street)

COLUMBUS, IN 47203

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8

	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award)4/30/08	(1)	09/28/2012		A(2)		11		(3)	(3)	Common Stock	11
Restricted Stock Units (Deferred Stock Award)2/11/09	(1)	09/28/2012		A(2)		58		(3)	(3)	Common Stock	58
Restricted Stock Units (Deferred Stock Award)2/24/10	(1)	09/28/2012		A(2)		52		(3)	(3)	Common Stock	52
Restricted Stock Units (Deferred Stock Award)2/23/11	(1)	09/28/2012		A(2)		46		(3)	(3)	Common Stock	46
Restricted Stock Units (Deferred Stock Award) 2/22/12	(1)	09/28/2012		A(2)		45		(3)	(3)	Common Stock	45
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)							(3)	(3)	Common Stock	20,215 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON JAMES A 4228 RIVERSIDE COLUMBUS, IN 47203	X			

Signatures

Carol A. Roell As Attorney-In-Fact for James A. Henderson	10/01/2012
**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) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) These stock units vest on the date of grant, but delivery of the underlying shares will occur on 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.

(4) This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately in 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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