Lucchese Cynthia L Form 4 October 02, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Lucchese Cynthia L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Director

Hillenbrand, Inc. [HI]

(Check all applicable)

(Last)

(City)

(Middle) (First)

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

10% Owner Other (specify

ONE BATESVILLE BOULEVARD

(Zip)

09/30/2009

X_ Officer (give title below) below)

Senior Vice President & CFO

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Person

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

BATESVILLE, IN 47006

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

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 Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (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.

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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 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. P. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Der Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4) Seci

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative (Ins Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Shares Restricted Stock Units Common (3) $A^{(2)}$ 87 (Deferred 09/30/2009 01/08/2010⁽³⁾ 87 (1) Stock Stock Award) 1/7/08

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lucchese Cynthia L

ONE BATESVILLE BOULEVARD Senior Vice President & CFO

BATESVILLE, IN 47006

Signatures

Carol A. Roell As Attorney-In-Fact for Cynthia L. Lucchese

**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.

Restricted Stock Units vest 20% on 1/8/2010; 25% on 1/8/2011; 25% on 1/8/2012 and 30% on 1/8/2013. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Restricted 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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