#### TAYLOR STUART A II

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** 

**OMB** Number:

3235-0287

January 31, Expires:

2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 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 Issuer

Hillenbrand, Inc. [HI]

(Check all applicable)

(Last)

(First)

(Middle)

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

X\_ Director Officer (give title

10% Owner Other (specify

TAYLOR GROUP LLC, 1507 EAST 12/31/2009

(Street)

53RD STREET

4. If Amendment, Date Original

(Instr. 8)

below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

CHICAGO, IL 60615

(City) (State) (Zip)

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)

5. Amount of Securities Beneficially Owned

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

(A) or

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Following Reported Transaction(s) (Instr. 3 and 4)

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 Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

(Instr. 4)

Derivati Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8			or osed () r. 3,					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Director Fees	<u>(1)</u>	12/31/2009		A(3)		26		(2)	(2)	Common Stock	26	\$ 18.8
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	12/31/2009		A(4)		50		<u>(5)</u>	<u>(5)</u>	Common Stock	50	\$ 18.8

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TAYLOR STUART A II								
TAYLOR GROUP LLC	X							
1507 EAST 53RD STREET	Λ							
CHICAGO, IL 60615								

# **Signatures**

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

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) These stock units will automatically be convered into shares of common stock on the one year anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, unless a further deferral election has been made.
- (3) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.
- (4) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (5) 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

Reporting Owners 2

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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.