

Hillenbrand, Inc.  
Form 4  
November 12, 2008

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HILLENBRAND W AUGUST**

(Last) (First) (Middle)

**B - 300 WINDING WAY SUITE  
200**

(Street)

**BATESVILLE, IN 47006**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/10/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 11/10/2008                              |                                                             | S <sup>(1)</sup>                     | V Amount (A) or (D) Price                                               | 140,000 D 11 9,056 <sup>(2)</sup>                                                                                  | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 81,626 <sup>(3)</sup>                                                                                              | I                                                                       | By GRATs                                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 45,373 <sup>(3)</sup>                                                                                              | I                                                                       | By Spouse's<br>GRAT                                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 71,773                                                                                                             | I                                                                       | By Family<br>LLC <sup>(4)</sup>                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 954,520                                                                                                            | I                                                                       | By Trusts <sup>(4)</sup>                                       |

# Edgar Filing: Hillenbrand, Inc. - Form 4

|              |             |   |                                          |
|--------------|-------------|---|------------------------------------------|
| Common Stock | 37,407      | I | By Trusts for Grandchildren<br>(4)       |
| Common Stock | 8,222       | I | By W August Hillenbrand 2003 Option GRAT |
| Common Stock | 237,958 (3) | I | By May 1, 2008 GRAT                      |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HILLENBRAND W AUGUST  
B - 300 WINDING WAY SUITE 200 X  
BATESVILLE, IN 47006

## Signatures

Carol A. Roell As Attorney-In-Fact for W August Hillenbrand

11/12/2008

\*\*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).

On November 10, 2008, the reporting person contributed 140,000 shares of common stock to Huntersville Road Investors, LP, a family limited partnership (the "Partnership"), in exchange for a limited partnership interest in the Partnership having a value estimated to be

- (1) equal to the value of the shares of common stock contributed to the Partnership, which was \$2,642,500.00, based on the closing price per share of the common stock on the New York Stock Exchange on November 10, 2008. The reporting person is only a limited partner in the Partnership and has no other interest in it.

In addition to the transaction described in footnote 1, this amount reflects the transfer of shares of common stock from GRATs to the

- (2) reporting person. The transfer of shares qualifies as only a change in the form of the reporting person's beneficial ownership and, as such, has not been reported previously.

- (3) This amount reflects the transfer of shares of common stock from GRATs to the reporting person. The transfer of shares qualifies as only a change in the form of the reporting person's beneficial ownership and, as such, has not been reported previously.

- (4) Reporting person disclaims beneficial ownership of these securities.

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.