

Hillenbrand, Inc.
Form 4
December 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(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)
12/19/2013

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)
Senior Vice President & CFO

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 or Price		
Common Stock	12/19/2013		M		36,035 A \$ 25.63	85,454	D
Common Stock	12/19/2013		M		31,430 A \$ 14.89	116,884	D
Common Stock	12/19/2013		M		25,984 A \$ 18.53	142,868	D
Common Stock	12/19/2013		M		26,160 A \$ 19.495	169,028	D
Common Stock	12/19/2013		M		15,768 A \$ 22.26	184,796	D

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Common Stock	12/19/2013	M	8,970	A	\$ 20.675	193,766	D
Common Stock	12/19/2013	S	144,347	D	\$ 28.614	49,419	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.63	12/19/2013		M	36,035	01/07/2009 01/07/2018	Common Stock	36,035
Employee Stock Option (Right to Buy)	\$ 14.89	12/19/2013		M	31,430	12/18/2009 12/18/0018	Common Stock	31,430
Employee Stock Option (Right to Buy)	\$ 18.53	12/19/2013		M	25,984	12/01/2010 12/01/2019	Common Stock	25,984
Employee Stock Option (Right to Buy)	\$ 19.495	12/19/2013		M	26,160	12/06/2011 12/06/2020	Common Stock	26,160
Employee Stock Option	\$ 22.26	12/19/2013		M	15,768	12/06/2012 ⁽¹⁾ 12/06/2021	Common Stock	15,768

(Right to Buy)

Employee Stock

Option	\$ 20.675	12/19/2013		M	8,970	12/04/2013 ⁽¹⁾	12/04/2022	Common Stock	8,970
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucchese Cynthia L ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006			Senior Vice President & CFO	

Signatures

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

12/20/2013

__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) The option vests in three equal annual installments beginning on the date indicated.

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.