Hillenbrand, Inc. Form 4 April 02, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

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

OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

> 10% Owner Other (specify

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

(State)

KEHL THOMAS

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction

(Month/Day/Year) ONE BATESVILLE BOULEVARD 03/31/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) Senior Vice President

Person

Issuer

below)

Director

Officer (give title

BATESVILLE, IN 47006

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

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

(A)

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 3. Transaction Date 3A. Deemed 4. 5.

Derivative Security

Conversion or Exercise

(Month/Day/Year)

Execution Date, if any

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)

Derivati Security Edgar Filing: Hillenbrand, Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)
				Code	V	(A)	(D)		Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award)	(1)	03/31/2014		A(2)		60		<u>(3)</u>	<u>(3)</u>	Common Stock	60	\$ 32.3

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEHL THOMAS

12/3/12

ONE BATESVILLE BOULEVARD Senior Vice President

BATESVILLE, IN 47006

Signatures

By Carol A. Roell as Attorney-in-Fact for Thomas
Kehl
04/02/2014

**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 of 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) Restricted stock units vested 20% on 12/4/13. The remaining units vest 20% on 12/4/14 and 60% on 12/4/15.

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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