

Hillenbrand, Inc.
Form 4
April 01, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MENASCE EDUARDO S

(Last) (First) (Middle)

31 JOHNSON PLACE

(Street)

RYE, NY 10580

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2010

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 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	(D)	Price

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	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)
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Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Code	V	(A)	(D)					
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	17	<u>(3)</u>	<u>(3)</u>	Common Stock 17 \$ 21.9
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	18	<u>(3)</u>	<u>(3)</u>	Common Stock 18 \$ 21.9
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	17	<u>(3)</u>	<u>(3)</u>	Common Stock 17 \$ 21.9
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	16	<u>(3)</u>	<u>(3)</u>	Common Stock 16 \$ 21.9
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	42	<u>(4)</u>	<u>(4)</u>	Common Stock 42 \$ 21.9
Restricted SStock	<u>(1)</u>		03/31/2010		<u>A</u> ⁽²⁾	38	<u>(4)</u>	<u>(4)</u>	Common Stock 38 \$ 21.9

Units
(Deferred
Stock
Award)
2/24/10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MENASCE EDUARDO S 31 JOHNSON PLACE RYE, NY 10580	X

Signatures

Carol A. Roell As Attorney-In-Fact for Eduardo R. Menasce 04/01/2010

__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) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will not occur until the later of one year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(4) 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 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.

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