

Hillenbrand, Inc.  
Form 4  
July 05, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRAINOR CHRISTOPHER H

(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)  
06/30/2016

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

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| (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)        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|------------------------------|------------------|-------------------------|--|------------|------|---|------------|------------|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units (Deferred Stock Award) 7/18/12 | <u>(1)</u>                   | 06/30/2016       | <u>A</u> <sup>(2)</sup> | 24   |            |      |   | <u>(3)</u> | <u>(3)</u> |                  |                 | Common Stock | 24 \$ 30.0                 |
| Restricted Stock Units (Deferred Stock Award) 7/3/14  | <u>(1)</u>                   | 06/30/2016       | <u>A</u> <sup>(2)</sup> | 17   |            |      |   | <u>(4)</u> | <u>(4)</u> |                  |                 | Common stock | 17 \$ 30.0                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| TRAINOR CHRISTOPHER H<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |               |           | Senior Vice President |       |

## Signatures

Carol A. Roell as Attorney-In-Fact for Christopher H. Trainor 07/05/2016

\*\*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 7/19/13; 25% on 7/19/14, and 25% on 7/19/15. The remaining 30% vest on 7/19/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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(4) Restricted Stock Units vested 33% on 12/4/15. The remaining units vest 67% on 12/4/16.

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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