

DENNIS KIMBERLY K
 Form 4/A
 April 04, 2012

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 *
DENNIS KIMBERLY K

(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)
03/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
04/03/2012

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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/02/2012 | | C | | 17,461 | A | \$ 22.845 |
| Common Stock | 04/02/2012 | | F | | 5,454 | D | \$ 22.845 |
| | | | | | 64,109 | D | (5) |
| | | | | | 58,655 | D | (5) |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11 | (2) | 03/30/2012 | | A ⁽⁴⁾ | 239 | 04/02/2012 ⁽¹⁾ 04/02/2016 ⁽¹⁾ | Common Stock |
| Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11 | (2) | 04/02/2012 | | C | 4,304 | 04/02/2012 ⁽¹⁾ 04/02/2016 ⁽¹⁾ | Common Stock |
| Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11 | (2) | 03/30/2012 | | A | 110 | 04/02/2012 ⁽³⁾ 04/02/2012 ⁽³⁾ | Common Stock |
| Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11 | (2) | 04/02/2012 | | C | 13,157 | 04/02/2012 ⁽³⁾ 04/02/2012 ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNIS KIMBERLY K ONE BATESVILLE BOULEVARD | | | Senior Vice President | |

BATESVILLE, IN 47006

Signatures

Carol A. Roell as Attorney-In-Fact for Kimberly K.
Dennis

04/04/2012

__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) Restricted stock units vest 15% on 4/2/12; 15% on 4/2/13; 20% on 4/2/14; 20% on 4/2/15 and 30% on 4/2/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (2) Conversion of Exercise Price of Derivative Security is 1-for-1.
- (3) Restricted stock units vest 100% on 4/2/2012. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (4) Restricted stock units are entitled to dividend equivalent rights which accrue on dividend record dates.
- (5) Includes 46,648 shares and units of Restricted Stock subject to vesting conditions based on the Company's performance.

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.