

DENNIS KIMBERLY K
 Form 4
 January 04, 2006

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 *
 DENNIS KIMBERLY K

2. Issuer Name and Ticker or Trading Symbol
 HILLENBRAND INDUSTRIES INC [HB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 700 STATE ROUTE 46E
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Project Leadership & IT

BATESVILLE, IN 47006

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price | | |
| Common Stock | 01/03/2006 | (3) | A | | \$ 49.455 1,865 | D | |
| Common Stock | 01/03/2006 | (3) | F | | \$ 49.455 1,740 | D | |
| Common Stock | | | | | 72 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units(Deferred Stock Award)-12/3/03(5 yr.) | \$ 0 <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 12 | 12/04/2005 ⁽²⁾ | <u>(2)</u> | Common Stock |
| Restricted Stock Units(Deferred Stock Award)12/3/03(5 yr.) | \$ 0 <u>(1)</u> | 01/03/2006 | | C ⁽⁵⁾ | 419 | 12/04/2005 ⁽³⁾ | <u>(3)</u> | Common Stock |
| Restricted Stock Units(Deferred Stock Award)12/3/03(5 yr.) | \$ 0 <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 2 | 12/04/2005 ⁽²⁾ | <u>(2)</u> | Common Stock |
| Restricted Stock Units(Deferred Stock Award)-12/15/04(5 yr.) | \$ 0 <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 17 | 12/16/2006 ⁽⁴⁾ | <u>(4)</u> | Common Stock |
| Restricted Stock Units(Deferred Stock Award)-12/15/04(5 yr.) | \$ 0 <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 3 | 12/16/2006 ⁽⁴⁾ | <u>(4)</u> | Common Stock |
| Restricted Stock Units (Deferred Stock Award) 11/30/05 5 Yr | <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 23 | 12/01/2007 ⁽⁶⁾ | <u>(6)</u> | Common Stock |
| | <u>(1)</u> | 12/30/2005 | | A ⁽⁵⁾ | 3 | 12/01/2007 ⁽⁶⁾ | <u>(6)</u> | |

| | | | | | | | |
|--|------------|------------|------------------|---|---------------------------|------------|-----------------|
| Restricted Stock Units (Deferred Stock Award) 11/30/05 5 Yr | | | | | | | Common Stock |
| Restricted Stock Units (Deferred Stock Award) 11/30/05 1 Yr | <u>(1)</u> | 12/30/2005 | A ⁽⁵⁾ | 2 | 12/01/2006 ⁽³⁾ | <u>(3)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNIS KIMBERLY K 700 STATE ROUTE 46E BATESVILLE, IN 47006 | | | VP Project Leadership & IT | |

Signatures

Kimberly K.
Dennis

01/04/2006

 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 Security is 1-for-1.
Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (2) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record dates.
Restricted Stock Units vest 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. 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) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (6) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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.