

Zerkle John R
 Form 4
 December 08, 2011

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 *
 Zerkle John R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE BATESVILLE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Senior V.P. Gen. Counsel & Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/06/2011 | | F | D | \$ 10,156 18.59 | 93,878 ⁽¹⁾ | D |
| Common Stock | 12/06/2011 | | C | A | \$ 1,255 22.26 | 95,133 ⁽¹⁾ | D |
| Common Stock | 12/06/2011 | | F | D | \$ 388 22.26 | 94,745 ⁽¹⁾ | D |

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

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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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units (Deferred Stock Award) 12/5/07 | (2) | 12/06/2011 | | C | 1,255 | 12/06/2009 ⁽³⁾ | ⁽³⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.26 | 12/06/2011 | | A | 21,698 | 12/06/2012 ⁽⁴⁾ | 12/06/2021 ⁽⁴⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zerkle John R ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | | | Senior V.P. Gen. Counsel & Sec | |

Signatures

Carol A. Roell As Attorney-In-Fact for John R. Zerkle
12/08/2011

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) Includes 57,698 unvested shares of performance-based restricted stock. Does not include 12,270 previously reported shares of performance-based restricted stock that did not vest and were forfeited.
- (2) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (3)

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Restricted Stock Units vested 20% on 12/6/2009; 25% on 12/6/2010; and 25% on 12/6/2011. The remaining units will fully vest on 12/6/2012. 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.

(4) The option vests in three equal annual installments beginning on the date indicated.

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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