

Hillenbrand, Inc.  
Form 4  
October 04, 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 \*  
DELUZIO MARK C

(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)

09/30/2016

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)

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 Following 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 (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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Restricted Stock Units (Deferred Stock Award) 4/30/08	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 6
Restricted Stock Units (Deferred Stock Award) 2/11/09	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 38
Restricted Stock Units (Deferred Stock Award 2/24/10)	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 34
Restricted Stock Units (Deferred Stock Award) 2/23/11	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 30
Restricted Stock Units (Deferred Stock Award) 2/22/12	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 29
Restricted Stock Units (Deferred Stock Award) 2/27/13	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 26
Restricted Stock Units (Deferred Stock Award 2/26/14)	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 21
Restricted Stock Units (Deferred Stock Award 2/25/15)	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 21
Restricted Stock Units (Deferred Stock Award 2/24/2016)	<u>(1)</u>			09/30/2016		<u>(3)</u>	<u>(3)</u>	Common Stock 24
	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	

RESTRICTED STOCK UNITS CUMULATIVE TOTAL								Common Stock	37,421 (4)
Deferred Director Fees	(1)	09/30/2016	A(2)	114	(5)	(5)		Common Stock	114

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELUZIO MARK C ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006				

## Signatures

By Carol A. Roell As Attorney-In-Fact for Mark C. DeLuzio

10/04/2016

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) These stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company, the director's death or permanent and total disability, or one day after the date the director ceases to be a director of the Company.

(4) This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.

(5) These stock units will automatically be converted into shares of common stock on the six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, unless a further deferral election has been made.

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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