

TAYLOR STUART A II
Form 4
January 03, 2019

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 *
TAYLOR STUART A II

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)
12/31/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

BATESVILLE, IN 47006

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 | 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 | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---|------------|------------------|---|------------------|-----------------|--------------|----------------------------|
| | (A) | (D) | | | | | | |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 34 |
| Restricted Stock Units (Deferred Stock Award) 2/24/10) | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 30 |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 27 |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 26 |
| Restricted Stock Units (Deferred Stock Award) 2/27/13 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 24 |
| Restricted Stock Units (Deferred Stock Award) 2/26/14) | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 19 |
| Restricted Stock Units (Deferred Stock Award) 2/25/15 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 19 |
| Restricted Stock Units (Deferred Stock Award) 2/26/14 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 21 |
| Restricted Stock Units (Deferred Stock Award) 2/22/2017 | <u>(1)</u> | 12/31/2018 | A ⁽²⁾ | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |

| | | | | | | | | |
|--|------------|------------|--------------|----|------------|------------|--------------|----------------|
| Restricted Stock Units (Deferred Stock Award) 2/15/2018 | <u>(1)</u> | 12/31/2018 | A <u>(2)</u> | 13 | <u>(3)</u> | <u>(3)</u> | Common Stock | 13 |
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | <u>(1)</u> | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 228 <u>(4)</u> |
| Deferred Director Fees | <u>(1)</u> | 12/31/2018 | A <u>(2)</u> | 49 | <u>(5)</u> | <u>(5)</u> | Common Stock | 49 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR STUART A II ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | | | | |

Signatures

/s/ Michelle A. Stratton as Attorney-In-Fact for Stuart A. Taylor, II

01/03/2019

**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.

These stock units vest immediately upon grant. However, for awards granted prior to May 2014, directors must hold the underlying shares of common stock of the Company for six months after they cease serving as a director; for awards granted in May 2014 or later, directors must hold the underlying shares of common stock of the Company for one day after the director ceases serving.

- (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.

These stock units will automatically be converted into shares of common stock in two annual installments. The first installment will be made on the date the reporting person ceases to be a member of the Board of Directors of the Company. The second installment will be made on the one year anniversary of the date the reporting person ceases to be a member of the Board of Directors.

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.