

SCHEDULE 13G

Amendment No. 2  
HILLENBRAND INC  
Common Stock  
Cusip #431571108

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Item 1: Reporting Person - FMR LLC  
Item 4: Delaware  
Item 5: 74,748  
Item 6: 0  
Item 7: 5,238,194  
Item 8: 0  
Item 9: 5,238,194  
Item 11: 8.472%  
Item 12: HC

Cusip #431571108  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 5,238,194  
Item 8: 0  
Item 9: 5,238,194  
Item 11: 8.472%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

HILLENBRAND INC

Item 1(b). Name of Issuer's Principal Executive Offices:

One Batesville Boulevard  
Batesville, Indiana 47006

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

82 Devonshire Street, Boston,  
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

431571108

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)  
and the person filing, FMR LLC, is a parent holding company  
in accordance with Section 240.13d-1(b)(ii)(G). (Note: See  
Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 5,238,194

(b) Percent of Class: 8.472%

(c) Number of shares as to which such

person has:

(i) sole power to vote or to direct  
the vote: 74,748

(ii) shared power to vote or to  
direct the vote: 0

(iii) sole power to dispose or to  
direct the disposition of: 5,238,194

(iv) shared power to dispose or to  
direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another  
Person.

Various persons have the right to receive or the power to  
direct the receipt of dividends from, or the proceeds from the  
sale of, the Common Stock of HILLENBRAND INC. No one  
person's interest in the Common Stock of HILLENBRAND  
INC is more than five percent of the total outstanding  
Common Stock.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of  
the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge  
and belief, the securities referred to above were acquired in the  
ordinary course of business and were not acquired for the  
purpose of and do not have the effect of changing or  
influencing the control of the issuer of such securities and  
were not acquired in connection with or as a participant in any  
transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and  
belief, I certify that the information set forth in this statement  
is true, complete and correct.

February 16, 2009  
Date

/s/ Scott C. Goebel  
Signature

Scott C. Goebel  
Duly authorized under Power of Attorney  
effective as of June 1, 2008 by and on behalf of FMR LLC  
and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G,  
Fidelity Management & Research Company ("Fidelity"), 82  
Devonshire Street, Boston, Massachusetts 02109, a wholly-  
owned subsidiary of FMR LLC and an investment adviser  
registered under Section 203 of the Investment Advisers Act  
of 1940, is the beneficial owner of 5,163,446 shares or 8.351%

of the Common Stock outstanding of HILLENBRAND INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 5,163,446 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Pyramis Global Advisors, LLC ("PGALLC"), 53 State Street, Boston, Massachusetts, 02109, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 19,800 shares or 0.032% of the outstanding Common Stock of HILLENBRAND INC as a result of its serving as investment adviser to institutional accounts, non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 19,800 shares and sole power to vote or to direct the voting of 19,800 shares of Common Stock owned by the institutional accounts or funds advised by PGALLC as reported above.

FIL Limited ("FIL"), Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. FIL, which is a qualified institution under section 240.13d-1(b)(1) pursuant to an SEC No-Action letter dated October 5, 2000, is the beneficial owner of 54,948 shares or 0.089% of the Common Stock outstanding of the Company.

Partnerships controlled predominantly by members of the family of Edward C. Johnson 3d, Chairman of FMR LLC and FIL, or trusts for their benefit, own shares of FIL voting stock with the right to cast approximately 47% of the total votes which may be cast by all holders of FIL voting stock. FMR LLC and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals.

FMR LLC and FIL are of the view that they are not acting as a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934 (the "1934" Act) and that they are not otherwise required to attribute to each other the "beneficial ownership" of securities "beneficially owned" by the other corporation within the meaning of Rule 13d-3 promulgated under the 1934 Act. Therefore, they are of the view that the shares held by the other corporation need not be aggregated for purposes of Section 13(d). However, FMR LLC is making this filing on a voluntary basis as if all of the shares are beneficially owned by FMR LLC and FIL on a joint basis.

The undersigned persons, on February 16, 2009, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of HILLENBRAND INC at December 31, 2008.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel  
Scott C. Goebel

Senior V.P. and General Counsel