

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 or Section 30(h) of the
Investment Company Act of 1940

☐ Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See
Instruction 1(b).

(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) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Senior V.P. Gen. Counsel & Sec			
(Last) (First) (Middle) ONE BATESVILLE BOULEVARD		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008					
(Street) 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)
Common Stock	03/31/2008		C	8,744 (1) A	\$ 22.305 12,755 (2)	D	
Common Stock	03/31/2008		F	2,821 D	\$ 22.305 9,934	D	

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

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this form are not required to respond unless the form displays a
currently valid OMB control number. 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 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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (Deferred Stock Award) 12/5/07	(3)	03/31/2008		A(4)		4,401		12/06/2009(5)	(5)	Common Stock	4,401	\$ 22.1	4,401	D	
Employee Stock Option (right to buy)	\$ 25.54	03/31/2008		A(4)		2,901		12/15/2005(6)	12/15/2014	Common Stock	2,901	\$ 25.54	2,901	D	
Employee Stock Option (right to buy)	\$ 22.5	03/31/2008		A(4)		6,382		11/30/2006(6)	11/30/2015	Common Stock	6,382	\$ 22.5	6,382	D	
Employee Stock Option (right to buy)	\$ 26.61	03/31/2008		A(4)		10,880		11/30/2007(6)	11/30/2016	Common Stock	10,880	\$ 26.61	10,880	D	

Employee Stock Option (right to buy)	\$ 24.84	03/31/2008		A (4)		14,362		12/05/2008 (6)	12/05/2017	Common Stock	14,362	\$ 24.84	14,362	D	
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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		04/02/2008
** 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) These shares were issued in replacement of Hill-Rom Holdings, Inc. ("Hill-Rom") Restricted Stock Units which had vested in conjunction with the spin off of Hillenbrand, Inc. from Hill-Rom.
- (2) On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) distributed all of the shares of common stock of Hillenbrand, Inc. (formerly Batesville Holdings, Inc.) to the shareholders of Hill-Rom Holdings, Inc. in a pro rata distribution. A portion of these shares of common stock represents shares received in this distribution.
- (3) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (4) In connection with the distribution described in note (2) above, the reporting person was granted restricted stock awards and stock options in substitution of awards and options previously issued by Hill-Rom. Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.
- (5) Restricted Stock Units vest 20% on 12/6/2009; 25% on 12/6/2010; 25% on 12/6/2011 and 30% 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.
- (6) 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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