

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

(Print or Type Responses)

1. Name and Address of Reporting Person* HILLENBRAND W AUGUST		2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle) B - 300 WINDING WAY SUITE 200		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2010					
(Street) BATESVILLE, IN 47006		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code V	Amount (A) or (D) Price			

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

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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) 2/13/04	(1)	03/31/2010		A(3)	14	(2) (2)	Common Stock 14	\$ 21.99	1,652	D	
Restricted Stock Units (Deferred Stock Award) 2/11/05	(1)	03/31/2010		A(3)	17	(2) (2)	Common Stock 17	\$ 21.99	2,084	D	
Restricted Stock Units (Deferred Stock Award) 2/13/06	(1)	03/31/2010		A(3)	18	(2) (2)	Common Stock 18	\$ 21.99	2,039	D	

Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)	03/31/2010		A(3)		17		(2)	(2)	Common Stock	17	\$ 21.99	1,997	D	
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	03/31/2010		A(3)		16		(2)	(2)	Common Stock	16	\$ 21.99	1,958	D	
Deferred Director Fees	(1)	03/31/2010		A(4)		23		(5)	(5)	Common Stock	23	\$ 21.99	2,801	D	
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	03/31/2010		A(3)		42		(6)	(6)	Common Stock	42	\$ 21.99	5,039	D	
Restricted Stock Units (Deferred Stock Award) 2/24/10	(1)	03/31/2010		A(3)		38		(6)	(6)	Common Stock	38	\$ 21.99	4,515	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006	X			

Signatures

Carol A. Roell As Attorney-In-Fact for W August Hillenbrand	04/01/2010
**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 or Exercise Price of Derivative Securities is 1-for-1.
- These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will not occur until the later of one year from the date of the grant, or the
- (2) six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) Phantom stock units are entitled to dividend equivalents rights, which accrue on dividend record dates.
- (5) These stock units will automatically be converted into shares of common stock on the later of the six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2010, unless a further deferral election has been made.
- These stock units shall vest upon the reporting person's retirement from the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue
- (6) on dividend record dates. The delivery of shares underlying such restricted stock units will occur on the later of one year from the date of the grant, or the six month anniversary of the date that the applicable director 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.

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