FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 | e Responses) | | | | | | | | | | | | | | | | |
|---|---|--|------------------------------|---|------------------|------------|--------|--|-------------------|---|------------|--|---|---|--|--------------------|-----------|
| 1. Name and Address of Reporting Person * HENDERSON JAMES A | | | | 2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI] | | | | | | | ol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
| (Last) (First) (Middle) 4228 RIVERSIDE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2010 | | | | | | | ear) | _ | Officer (g | ive title below) | Othe | er (specify below) | |
| (Street) COLUMBUS, IN 47203 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | y/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) | | | | Tob | lo I | Non Doriv | otivo S | oouriti | ios Agguiro | d Dienoso | d of or Por | neficially Own | ad | |
| 1.Title of Se | curity | | 2. Transaction | 2A. | Deeme | d | | | | Securit | | | | Securities E | | | Nature |
| (Instr. 3) Date | | | Date (Month/Day/Year) | Execution Date, is any (Month/Day/Year | | (Instr. 8) | | (A) (In | A) or Di | Disposed of (D) 3, 4 and 5) (A) or (D) Price | | Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Reminder: R | eport on a se | parate line for eac | ch class of securitie | s bene | eficially | / ow | ned di | | or indirect | ly. s who | respo | ond to the | | n of inform | nation | SEC 14' | 74 (9-02) |
| | | | | | | | | | | | | | | d to respor | nd unless th nber. | e | |
| | | | | | | | | | ired, Dispo | | | neficially C | wned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yea | 3A. Deemed Execution Date | 4. Transaction Code | | 5. | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and of Underly Securities (Instr. 3 and | ring | | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercisab | | iration | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (Deferred Stock Award) 4/30/08 | (1) | 06/30/2010 | | | A ⁽³⁾ | | 9 | | (2) | | (2) | Common Stock | 9 | \$ 21.39 | 982 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/11/09 | (1) | 06/30/2010 | | | A ⁽³⁾ | | 44 | | (4) | | <u>(4)</u> | Common Stock | 1 44 | \$ 21.39 | 5,083 | D | |
| Restricted Stock Units (Deferred Stock Award) 2/24/10 | (1) | 06/30/2010 | | | A ⁽³⁾ | | 39 | | (4) | | <u>(4)</u> | Common Stock | 39 | \$ 21.39 | 4,554 | D | |

Reporting Owners

Relationships

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|---|----------|--------------|---------|-------|
| HENDERSON JAMES A 4228 RIVERSIDE COLUMBUS, IN 47203 | X | | | |

Signatures

| Carol A. Roell As Attorney-In-Fact for James A. Henderson | 07/02/2010 |
|---|------------|
| **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.
- 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 (4) 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.

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.