FORM	5
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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).
Form 3 Holdings Reported

Form 4 Transactions

Reported

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

OMB APPROVAL OMB Number: 3235-0362 Estimated average burden hours per response... 1.0

ANNUAL 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

1. Name and Address of Reporting Person <sup>*</sup> HILLENBRAND W AUGUST			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hillenbrand, Inc. [HI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) (Middle) B - 300 WINDING WAY SUITE 200			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2010						Officer (give title b	elow)	_ Other (specify below)	
(Street,	4. If Amendment, Date Original Filed(Month/Day/Year) 10/22/2010						6. Individual or Joint/Group Reporting (check applicable line) X Form Filed by One Reporting Person					
BATESVILLE, IN 47006 (City) (State)									Form Filed by More th	han One Reporti	-	
				r	on-Deriva	tive Se	curitie	-	ired, Disposed of, or	· Beneficially		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	Acquired (A) or Ben Disposed of (D) of I			Benefi of Issu	ount of Securities cially Owned at end er's Fiscal Year 3 and 4)	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(A) or (D)	Price			or Indirect (I) (Instr. 4)		
Common Stock	11/18/2009			G	3,180	D	\$ <u>(1)</u>	109,3	65	D		
Common Stock	11/19/2009			G	1,250	D	\$ <u>(1)</u>	108,1	15	D		
Common Stock	01/07/2010			G	2,600	D	\$ <u>(1)</u>	105,5	515	D		
Common Stock	01/08/2010			G	85	D	\$ <u>(1)</u>	105,4	30	D		
Common Stock	01/21/2010			G	219	D	\$ <mark>(1)</mark>	92,04	7 (2)	D		
Common Stock								14,40	95 <u>(3)</u>	Ι	By Spouse	
Common Stock								34,52	<u>9 (3)</u>	I	By Spouse's GRAT	
Common Stock								71,77	73	Ι	By Family LLC GRAT <sup>(4)</sup>	
Common Stock								643,1	87	Ι	By Trusts (4)	
Common Stock								0		Ι	By Trusts for Grandchildren <sup>(6)</sup>	
Common Stock								0 (2)		I	By W August Hillenbrand 2003 Option GRAT	
Common Stock								300,1	99 <u>(5)</u>	I	Various GRATS (W August Hillenbrand/Oxford GRATS)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)										
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Number	and Expiration Date	Amount of	Derivative	of	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of	(Month/Day/Year)	Underlying	Security	Derivative	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Securities	Derivative	Ownership
	Derivative				Securities		(Instr. 3 and		Beneficially	Security:	(Instr. 4)
	Security				Acquired		4)		Owned at	Direct (D)	
					(A) or				End of	or Indirect	
					Disposed				Issuer's	(I)	
					of (D)				Fiscal Year	(Instr. 4)	
					(Instr. 3,				(Instr. 4)		
					4, and 5)						
						. <u> </u>		4			

					Date Exercisable	Expiration Date	Title	of		
			(A)	(D)				Shares		

## **Reporting Owners**

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

## Signatures

Carol A. Roell As Attorney-In-Fact for W August Hillenbrand	11/16/2010
-**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) Price Not Applicable.
- (2) This amount reflects distributions of shares of common stock to and from the beneficiaries of GRATS by the Reporting Person. Each such distribution qualifies as only a change in the form of Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (3) This amount reflects the distribution of shares of common stock as annuity payment from GRATS to Reporting Person's Spouse. Such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (4) Reporting person disclaims beneficial ownership of these securities.
- (5) This amount reflects the distribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (6) The reporting person no longer beneficially owns securities held by these trusts as he is no longer trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.